CONTRANS

ANNUAL INFORMATION FORM

FOR THE FISCAL YEAR ENDED
DECEMBER 31, 2013

February 26, 2014

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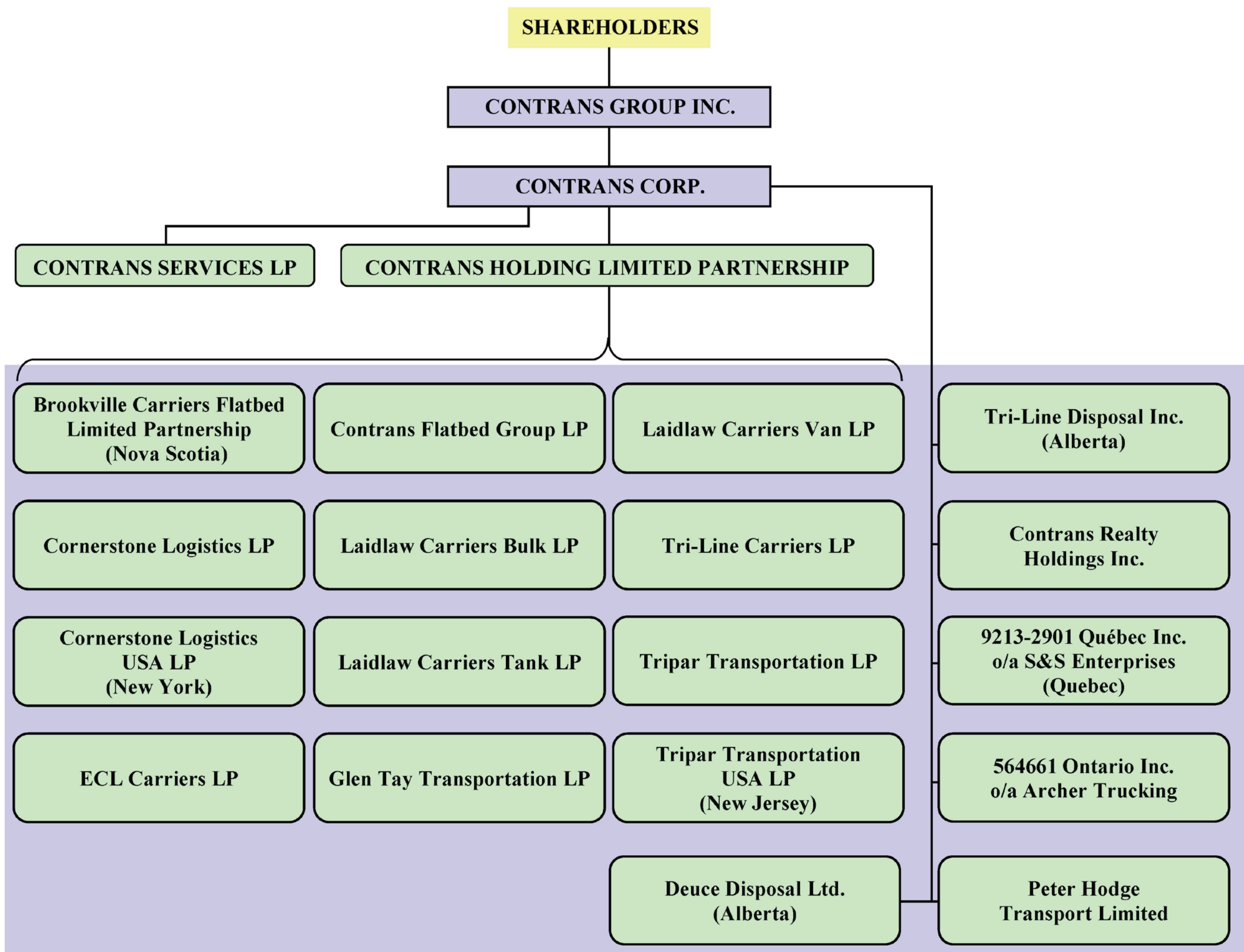
STRUCTURE OF THE CORPORATION

Organizational Structure

In this annual information form, the term "Corporation" means Contrans Group Inc., a corporate entity incorporated on October 15, 2009 pursuant to the Business Corporation Act (*Ontario*) and its subsidiaries. The registered head office of the Corporation is located at 1179 Ridgeway Road, Woodstock, Ontario, N4V 1E3.

Each subsidiary of the Corporation is wholly-owned and unless indicated otherwise incorporated or formed pursuant to the laws of the Province of Ontario:



* Each of the limited partnerships identified above has a general partner (using the same name replacing "LP" with "GP Inc."). The general partner corporations are wholly-owned subsidiaries of Contrans Corp. and have a % entitlement to partnership income from the respective limited partnerships.

GENERAL DEVELOPMENT OF THE BUSINESS

Contrans Corp. commenced operations as a provider of freight transportation services in 1985. On July 23, 2002, under a plan of arrangement, Contrans Corp. was converted into an income fund, Contrans Income Fund (the "Fund"). On December 1, 2009, under a plan of arrangement, the Fund was effectively converted into a corporation, Contrans Group Inc. (the "Corporation"). The use of "Contrans" hereafter is intended to be understood as a reference to the business carried on by the Corporation and its predecessors.

Contrans' key areas of focus in the development of the business are:

- To provide a wide range of specialized transportation services;
- Steady growth by gaining greater market share and through acquisitions;
- Maintain a highly diversified customer base; and
- Maintain a conservative capital structure.

Three Year History

During 2011, management completed four acquisitions, solidifying Contrans' presence in several key markets. S&S Enterprises, a dump trailer operation positioned Contrans to benefit from increasing activity in the resource sector in Quebec. AIM Transportation Systems, a flatbed operation added outbound traffic and benefitted from backhaul freight provided by our Ontario flatbed operation. TBM Transportation Ltd., a tank operation gave Contrans a larger footprint to service the energy sector. Ever Green Ecological Services gave Contrans a greater piece of the waste collection market in Edmonton.

On November 14, 2011, Contrans received regulatory approval to proceed with a normal course issuer bid to purchase, through the TSX, certain of its outstanding Subordinate Voting Shares. The bid was completed by April 2012 and 2.1 million shares were purchased for cash consideration of $17.7 million.

On January 4, 2012, Contrans acquired all the outstanding shares of 564661 Ontario Inc., a tank truck operation based in Norwood, Ontario. This tank operation was acquired to expand Contrans' tank service offering in Southern and Eastern Ontario. Since the acquisition, Contrans has been able to realize synergies and improve utilization of both its existing tank equipment as well as that of the acquired assets.

On January 16, 2012, Contrans acquired certain of the van assets of MacKinnon Transport Inc., a trucking operation based in Guelph, Ontario. This acquisition was made to expand Contrans' van service offering in Southern and Northern Ontario. MacKinnon was combined with Contrans' existing van operations located in Aberfoyle, Ontario.

On June 1, 2012, Contrans acquired all the outstanding shares of Peter Hodge Transport Limited, a bulk truck operation based in Milton, Ontario. This operation was acquired to expand Contrans' bulk service offering in South-Eastern Ontario and the United States. This acquisition has given Contrans a greater share of the bulk market.

On November 24, 2012, Contrans acquired certain of the bulk assets of Scaletta Sand and Gravel Limited, a waste operation based in Trenton, Ontario. This acquisition has expanded Contrans' waste transportation capability in Southern Ontario.

On May 31, 2013, Contrans acquired Deuce Disposal Ltd ("Deuce"). Deuce provides a full range of waste collection services to the town of Slave Lake, Alberta and also to the surrounding oilfield service facilities in that region.

On November 25, 2013 Contrans acquired the operating assets of Best Transfer. The operations of this acquisition were combined with the existing flatbed, tank and bulk operations that Contrans currently has in southwestern Ontario. The acquisition also provided an additional terminal facility for use by Contrans flatbed operations along the 401 corridor.

On December 13, 2013 Contrans repaid $31.9 million of its senior secured debt utilizing its remaining short-term investments, operational cash flows and $4.2 million of short-term bank borrowings. The repayment of this tranche of the senior secured debt is expected to give Contrans greater flexibility in the debt market if opportunities are presented that require debt financing.

DESCRIPTION OF THE BUSINESS

Overview

Contrans operates in two industry segments, freight transportation and waste collection. All of Contrans' operations are managed on a decentralized basis. Dispatch operations, maintenance, sales and marketing, driver recruitment and training, administration and accounting are performed at the terminal facilities. The Corporation's head office provides support and expertise in insurance, payroll, information technology, finance and tax compliance matters.

- Freight Transportation includes the pickup and delivery of customers' products between locations in North America. The trailers carrying customers' products are hauled by tractors which are owned, leased, provided by owner-operators or interline carriers.
- Waste Collection includes the collecting of waste using roll-off, front load and residential waste trucks and operates in localized geographic areas, all of which are in Canada.

Freight Transportation

Since 1985, Contrans has been one of Canada's leading providers of freight transportation services to shippers located in Canada and in the United States. Contrans' market focus is primarily in the full truckload segment where shippers have the exclusive use of a trailer that is generally filled to capacity by volume or weight.

Contrans satisfies diverse customer needs through a wide array of trailer types and services:

- Vans — provide shipments in van trailers throughout Canada and the United States.
- Flatbeds — provide shipments on open trailers throughout Canada and the United States.
- Tanks — provide shipments of liquid and dry bulk material in enclosed tank trailers primarily in Ontario, Québec, Alberta and the northeast area of the United States.
- Bulk — provides shipments in dump and waste trailers primarily in Ontario, Québec, Alberta, Michigan and northeastern United States.
- Logistics — third party outsourcing of transportation services to ensure clients meet their worldwide shipping requirements.

Markets and Competition

Competition in the freight transportation industry is fragmented and consists of many small companies and very few large companies. Freight transportation markets are usually defined by geographical location, industry and the type of trailer required. Approximately 70% of the freight transportation market requires van trailers. The van market generally does not require specialized service requirements and competition is largely driven by price.

There are fewer competitors in the remainder of the freight transportation market. Shippers require more specialized equipment and typically have greater sensitivity to service levels.

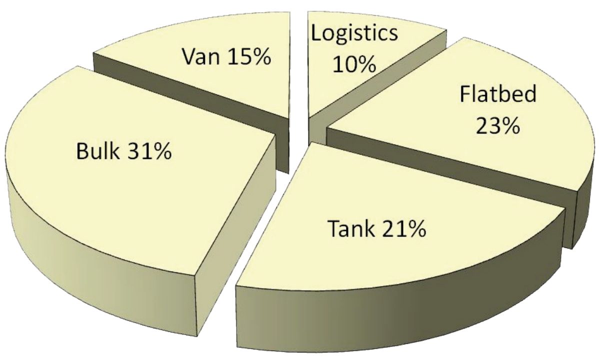
Contrans has grown steadily and management believes that its dedication to service and meeting of customers' specialized needs, operational systems, safety standards and policies, and equipment strategies, are the primary reasons for its ability to compete successfully. Few carriers can offer a wide array of trailer types on a national basis.

Customer Diversification

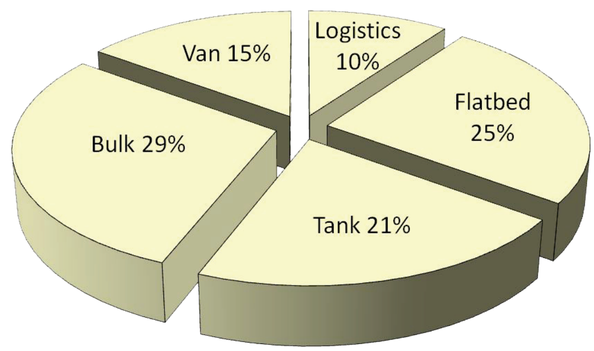
Contrans has a diverse customer base consisting of both large and small companies that span a variety of industries. Contrans transports many different products such as steel, lumber, drywall, cement, waste, aggregates, paper products and food products, as well as regulated and non-regulated materials. This diversity helps to protect Contrans from the effects of economic cycles.

The following charts provide Contrans' freight transportation revenues by service area:

2013

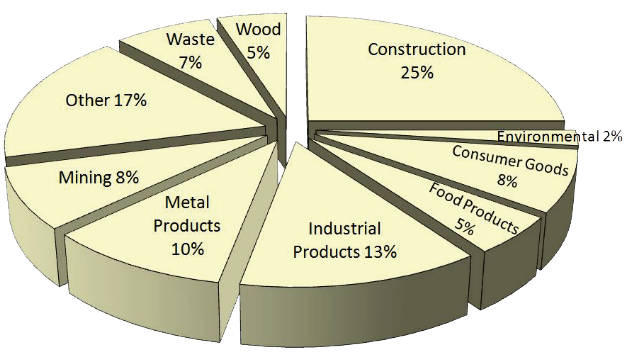


2012

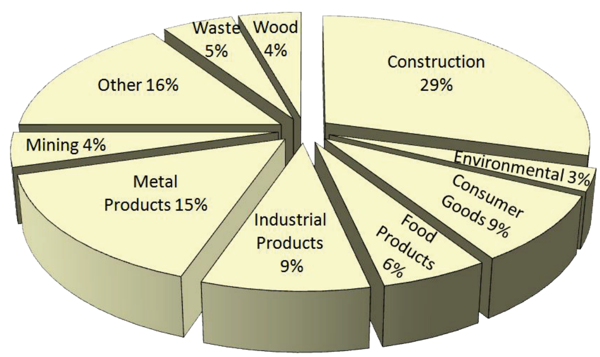


The following charts provide Contrans' freight transportation revenues by customer industry sector:

2013



2012



Employees

As at December 31, 2013, Contrans freight transportation segment had 1,434 full-time employees including 778 drivers, 443 operations personnel and 213 administrative personnel. As at December 31, 2013, Contrans contributed to group life insurance, hospital and benefits for substantially all employees. Contrans has no unionized employees.

Equipment

As at December 31, 2013, Contrans owned or leased 809 power units and has access to an additional 631 power units under contract with owner-operators. As at December 31, 2013, Contrans owned or leased 2,582 trailers and had access to 72 trailers under contract with owner-operators.

Seasonality

Generally, the second quarter is Contrans' strongest period. Volumes from customers in the construction industry typically increase in the spring, peak in the fall and then decline with the onset of winter. Some manufacturing customers close their plants during the summer and many customers either shut down their production facilities or otherwise reduce shipments during the Christmas holiday season.

Drivers

The recruiting, hiring and retention of company drivers and owner-operators is critical to the success of Contrans. Contrans maintains high standards and exercises due care in the hiring process. Company drivers and owner-operators are interviewed, screened, tested and trained by professional safety staff. Ongoing monitoring and training programs help ensure that Contrans' high standards are adhered to and help ensure the safety of company drivers, owner-operators and the public.

Certain of the Corporation's drivers must unload trailers using pneumatic, pumping or tipping equipment. These drivers receive specialized training to ensure that they can operate this type of equipment in a safe and efficient manner. In addition, some drivers are required to monitor tank pressures and inventory levels for customers. These drivers receive additional, specialized training to minimize the risks of explosions, overfills and contaminations.

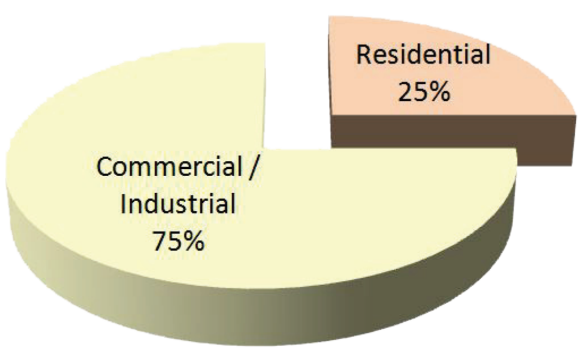
Waste Collection

Markets and Competition

Contrans provides waste collection services in Edmonton and Slave Lake, Alberta. Contrans faces competition from two national waste collection companies as well as several smaller companies within its geographic area of operations.

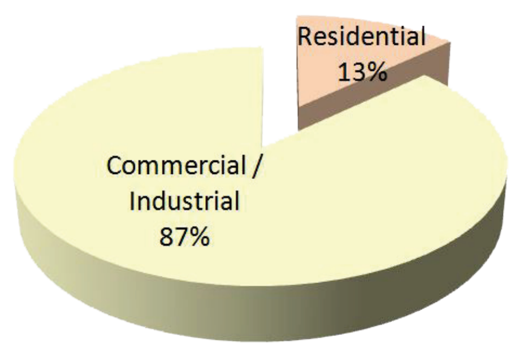
The following charts provide Contrans' waste collection revenues by service type:

2013



-Residential waste is collected on behalf of municipalities.
-Revenues from the City of Edmonton waste contracts account for 24% of total revenues for the Waste Collection segment

2012



-Residential waste is collected on behalf of municipalities.
-Revenues from the City of Edmonton waste contracts account for 13% of total revenues for the Waste Collection segment.

Employees

As at December 31, 2013, Contrans' waste collection segment had 140 full-time employees including 86 drivers, 37 operations personnel and 17 administrative personnel. At December 31, 2013, Contrans contributed to group life insurance, hospital and benefits for substantially all employees. Contrans has no unionized employees.

Equipment

As at December 31, 2013, Contrans owns or leased 81 waste collection vehicles and 12 support vehicles.

Seasonality

Revenues are generally higher in spring, summer and autumn months due to higher waste volumes. Higher collection and disposal revenues are partially offset by higher operating expenses to service and dispose of additional waste volumes.

Drivers

Front load and residential waste collection trucks are large vehicles that maneuver in restricted spaces such as alleys, small city streets, malls and loading dock areas. The nature of the equipment provides on-vehicle compacting of wet mixed solid waste. Roll off trucks operate with a large bins capable of handling heavy weights. These trucks operate in heavy industrial areas and construction sites that have limited space. Accordingly, drivers receive special training in order to carry out their responsibilities safely and efficiently.

RISK FACTORS

Risks Related to the Business and the Industry

Economic Conditions

Contrans is affected by economic cycles, as demand for transportation services is closely linked to the state of the overall economy. The price of fuel, insurance costs, interest rates, fluctuations in customers' business cycles and national and regional economic conditions, including the current weakness in the worldwide economy, are economic factors over which Contrans has little or no control. Significant increases in fuel prices, interest rates or increases in insurance costs, to the extent not offset by increases in freight rates, or disruptions in fuel supply, would reduce profitability (and therefore reduce income flowing to Contrans). Difficulty in attracting and retaining qualified drivers could also have a material adverse effect on the profitability of Contrans. There is no assurance that the operations of Contrans will continue to be profitable.

Competition

Contrans faces competition for freight transportation in Canada and the U.S. There can be no assurance that Contrans will be able to compete successfully against its competitors or that competition will not affect Contrans' results of operations and financial condition.

Cross Border Travel

Cross border travel is required to service many customers. Approximately 29.1% of the total distance travelled by Contrans' trucks is travelled in the U.S. Accordingly, border crossings and customs clearances affect these shipments. Border security affects cross border traffic. In the event border security becomes more strict, additional delays may be experienced, which may result in increased costs, and affect equipment utilization and customer service.

Dependence of Personnel

Contrans depends on certain management personnel for the successful operation of its business. The continued success of Contrans will be dependent upon its ability to retain the services of such personnel and recruit and retain other key employees for its business. The failure to attract and retain a sufficient number of qualified drivers and owner-operators could also have a material adverse effect on the profitability of Contrans.

Any shortage of qualified drivers and/or owner-operators may result in the inability of Contrans to accept new customers or the inability of Contrans to meet existing customer obligations. It could also result in an escalation of compensation levels for drivers/owner-operators and other hourly paid employees, which Contrans may not be successful in offsetting through transportation rate increases. Any of the foregoing could result in a material adverse effect on the business of Contrans.

Fuel Costs

Fuel costs represent a major expense to those operating in the trucking industry. While increases in fuel prices create some challenges during the normal course of business, including lag time prior to such increases being typically passed through to customers via fuel surcharges, there can be no assurance that further increases in fuel prices can be passed through to customers.

Labour

Much of the success of Contrans' business depends on the contributions of employees and owner-operators. An organized work stoppage or similar job action could increase labour costs and disrupt the Company's revenue generating ability. Currently, Contrans' owner-operators and company drivers are not represented by a union but there can be no assurance that they will not unionize in the future.

Owner-operators and company driver turnover is relatively high in transportation compared to other industries. In addition, owner-operators are in short supply. A sudden surge in demand from shippers could result in increased labour costs. There can be no assurance that Contrans will be able to pass future increases in labour costs through to its customers.

Exchange Rates and Currency Risks

Contrans bills certain of its customers in U.S. dollars. This exposes the Company to exchange rate and currency risks. Changes in the relative value of the Canadian dollar against the U.S. dollar also affect the flow of goods between the two countries as well as competition for freight. Management manages this risk by entering into foreign exchange contracts from time to time, denominating equipment financing in U.S. dollars where practical and through customer negotiations.

Availability of Financing

Contrans' principal sources of funds are its cash on hand; cash generated from its operating activities and the Company's borrowing capacity under its credit facilities. Management believes that funds from these sources will provide Contrans with sufficient liquidity and capital resources to meet its current and reasonably foreseeable financing needs. Contrans, however, may require additional equity or debt financing to meet its financing requirements. There can be no assurance that this financing will be available when required or available on terms that are satisfactory to Contrans.

Future Acquisitions

Contrans faces competition for the acquisition of transportation companies. There can be no assurance that Contrans will be able to successfully complete the purchase of suitable acquisition candidates in the future. Furthermore, there can be no assurance that Contrans will be able to effectively integrate companies that are acquired on an accretive basis.

Regulation

Notwithstanding the fact that the transportation industry is largely deregulated in the area of operating authorities, each carrier must obtain a license issued by each provincial transport board in order to carry goods extra-provincially or to transport goods within any province. Licensing from U.S. regulatory authorities is also required for the transportation of goods between Canada and the U.S. Any change in these regulations could impact on the scope of Contrans' activities and have a material adverse effect on its operations and financial condition. Although Contrans is committed to a continuous improvement program in respect of its safety record, there is no assurance that Contrans will be in full compliance at all times. As a result, Contrans could be required, at some future date, to incur significant costs in order to maintain or improve its compliance record.

Environmental Matters

Contrans has fuel tanks at certain of its terminals, which exposes Contrans to potential liability arising from contamination. There can be no assurance that Contrans will not be required, at some future date, to incur significant costs to comply with environmental laws, nor that its operations will not be materially affected by current or future environmental laws.

Contrans, its operations and properties are subject to extensive federal, provincial, state, municipal and local environmental laws and requirements in both Canada and the United States relating to, among other things, air emissions, the management of contaminants including hazardous materials (including the generation, handling, storage, transportation and disposal of such contaminants), discharges and the remediation of environmental impacts (such as the contamination of soil and water, including ground water). The risk of environmental liability is inherent in transportation operations, associated maintenance and servicing activities associated with such operations, including the historic or current ownership, management or control, of real estate.

Contrans may attract liability where contamination has occurred, whether on Contrans' property or on other property where Contrans has caused or permitted a release of a contaminant into the environment. Contrans could, for example, become subject to an order requiring immediate remediation of the contaminated property, a civil or common law action or a penal proceeding relating to the release of contaminants into the environment. Although management of Contrans is not aware of any such contamination which, if remediation or clean-up were required, would have a material adverse effect on Contrans, there can be no assurance that Contrans will not be required, at some future date, to incur significant costs to comply with environmental laws, including to remediate contamination of property, or that its operations, business, assets or cash flow will not be materially adversely affected by current or future environmental laws, including changes to the laws of increased enforcements, or proceedings brought against Contrans by governmental agencies or other interested parties such as neighbours.

Insurance

While management believes that it maintains prudent levels of insurance coverage and high safety standards, Contrans' operations are subject to risks inherent in the transportation industry. Potential liability could result from personal injury or property damage arising from accidents or incidents involving trucks operated by Contrans. There is also the risk that insurance coverage will not be available at a reasonable price with sufficient limits. In addition, Contrans may become subject to liability for hazards which it cannot or may not elect to insure because of high premium costs or for occurrences which exceed maximum coverage under its policies.

Litigation

Legal proceedings may arise from time to time in the course of Contrans' business. All industries, including the transportation industry, are subject to legal claims, with and without merit. The rights, obligations and privileges of companies in the transportation industry have been the subject of litigation. Such litigation may be brought against Contrans in the future from time to time or Contrans may be subject to another form of litigation. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, such process could take away from management time and effort and the resolution of any particular legal proceeding to which Contrans may become subject could have a material effect on Contrans' financial position and results of operations.

Payment of Dividends

Any dividend declaration is at the discretion of the Contrans' Board of Directors. Future dividends, if any, will depend on results of operations, capital requirements, financial condition, contractual restrictions, including those restrictions under Contrans' various debt instruments, business opportunities, provisions of applicable law and other factors that the Board of Directors may deem relevant. Accordingly, the payment, if any, of dividends by Contrans and the level thereof is uncertain.

Debt Obligations

Contrans has debt service obligations under a revolving credit facility, senior secured notes and various equipment financing agreements. Contrans ability to meet these obligations will be affected by many factors including the Company's future operating performance, economic conditions and the availability of credit. The principal repayment on the senior secured note is due on October 15, 2016 ($55 million).

Concentration of Ownership

As at February 26, 2014 a Director of the corporation and Chairman of the Board and Chief Executive Officer, Stanley G. Dunford, beneficially owns, controls or directs approximately 38.03% of the votes of the Corporation. As a result, Mr. Dunford has a significant influence over matters requiring the approval of the shareholders.

Risk factors affecting Contrans are described as well under the section entitled "Business Risks" of the 2013 Management's Discussion and Analysis (MD&A), which is incorporated by reference herein. A copy of the 2013 MD&A is filed on SEDAR at www.sedar.com.

CAPITAL STRUCTURE

As at December 31, 2013, there were 32,476,635 Class A Subordinate Voting Shares ("Subordinate Voting Shares") outstanding and 1,382,724 Class B Multiple Voting Shares ("Multiple Voting Shares") outstanding. The Corporation is authorized to issue an unlimited number of Subordinate Voting Shares and 1,382,724 Multiple Voting Shares.

The rights, privileges, restrictions and conditions attaching to the shares of the Corporation are as follows:

Notice	All shareholders are entitled to receive notice of and to attend any meeting of shareholders of the Corporation.
Voting	Subordinate Voting Shares – one vote per share. Multiple Voting Shares – 10 votes per share.
Dividends	There is no priority or distinction as between the Subordinate Voting Shares and the Multiple Voting Shares in respect of their entitlement to the payment of dividends or participation on a liquidation, dissolution or winding-up of the Corporation. Dividends and distributions made on a liquidation, dissolution or winding-up of the Corporation will be paid equally, share for share, without preference, distinction or priority of one share over another.
Special Rights	The Subordinate Voting Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions. The Multiple Voting Shares do not carry any pre-emptive rights or any sinking or purchase fund provisions. Multiple Voting Shares can be converted into Subordinate Voting Shares on a one-for-one basis. The Multiple Voting Shares may be transferred by an individual to a spouse or to a spousal trust (as defined in the Income Tax Act (Canada)) but may not otherwise be transferred.
Multiple Voting Shares - Conversion Obligation	Multiple Voting Shares must be converted into Subordinate Voting Shares on a one-for- one basis upon the occurrence of certain events including, but not limited to: • the number of Multiple Voting Shares outstanding falls below 698,351. • an offer, bid or similar process is accepted by holders of 90% or more of the aggregate number of Subordinate Voting Shares and Multiple Voting Shares at the time then outstanding. • if the holder, or any pledgee of the holder, purports to transfer or assign the Multiple Voting Shares (unless otherwise permitted by the Articles of the Corporation), including any transfer to a pledgee or any person by a pledgee exercising its rights under such pledge. • in the event that Stanley G. Dunford, CEO, together with his spouse and any spousal trust of Stanley G. Dunford cease to beneficially own, directly or indirectly, a number of Subordinate Voting Shares and Multiple Voting Shares which are entitled to vote at least 33% of the aggregate voting rights attached to all Subordinate Voting Shares and Multiple Voting Shares. • on July 23, 2022 in any event.

DIVIDENDS

Contrans paid its shareholders dividends for each of the past three years as follows:

2011	$0.38 per share;
2012	$0.40 per share and
2013	$0.475 per share

The Corporation has not formalized a dividend policy. The payment of dividends is subject to the discretion of the Board of Directors ("Board") of the Corporation. The Board considers the operating results, financial position, covenants within its loan agreements, financing commitments, as well as the economic conditions in which it operates and any other factors considered relevant by the Board (see "Risk Factors").

On January 15, 2014 the Board of Directors announced its intention to increase its annual dividend rate from $0.50 per share to $0.60 per share, a 20% increase.

MARKET FOR SECURITIES

The following table summarizes the trading of the Subordinate Voting Shares of the Corporation, which trades under the symbol "CSS" on the TSX.

Month	High (Cdn $)	Low (Cdn $)	Volume
January 2013	11.12	10.00	371,568
February 2013	10.75	10.20	478,156
March 2013	12.49	10.40	970,257
April 2013	13.15	10.53	797,709
May 2013	11.95	10.78	524,790
June 2013	11.16	10.90	165,080
July 2013	11.36	10.62	430,765
August 2013	11.09	10.50	422,367
September 2013	12.20	10.10	697,993
October 2013	13.49	11.55	1,430,797
November 2013	13.84	12.58	900,934
December 2013	13.40	12.13	544,073

MANAGEMENT

Directors of the Corporation

The following table sets forth the name, province and country of residence of the current directors, together with their principal occupations. Directors are elected at each annual meeting of shareholders to hold office for a term expiring at the close of the next annual meeting of shareholders.

Name, Province and Country of Residence	Director / Trustee Since	Principal Occupation(4)
Stanley G. Dunford Ontario, Canada	1988	Chairman of the Board and Chief Executive Officer Contrans
Gregory W. Rumble, CPA, CA Ontario, Canada	1991	President and Chief Operating Officer Contrans
Robert B. Burgess, QC (1)(2)(3) Ontario, Canada	1984	Barrister and Solicitor
Archie M. Leach, CPA, CA (1)(2)(3) Ontario, Canada	1992	President and Chief Executive Officer Carroll Hospital Group, a manufacturer of healthcare products
G. Ross Amos, CGA, ICD.D.(1)(2)(3) Ontario, Canada	2002	President Everest Canadian Property Company, a real estate investment bank

(1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of the Corporate Governance and Nominating Committee
(4) Past five years

Executive Officers of Contrans

The following table sets forth the name, province and country of residence of each of the executive officers of Contrans.

Name, Province and Country of Residence	Principal Occupation and Position with Contrans
Stanley G. Dunford Ontario, Canada	Chairman of the Board and Chief Executive Officer
Gregory W. Rumble, CPA, CA Ontario, Canada	President and Chief Operating Officer
James S. Clark, CPA, CA Ontario, Canada	Chief Financial Officer and Vice President, Finance
D. Jamieson Miller Ontario, Canada	Secretary Treasurer
W. Todd Jenereaux, CPA, CA Ontario, Canada	Vice President, Corporate Development
Norman McDonough Ontario, Canada	Vice President, Risk and Compliance
David W. Golton Ontario, Canada	Vice President, Tank Operations
Laban B. Herr Ontario, Canada	Vice President, Van Operations
Steven Brookshaw Ontario, Canada	Vice President, Flatbed Operations
Scott B. Talbot Ontario, Canada	Vice President, Bulk Operations

As at February 26, 2014, the directors and executive officers of Contrans, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 4,789,314 (14.8%) Subordinate Voting Shares and 1,382,724 (100%) Multiple Voting Shares.

Conflicts of Interest

To the best of the management's knowledge, and other than as disclosed in this annual information form, there are no known existing or potential conflicts of interest between the Corporation and any director or officer of the Corporation.

The directors and officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Corporation will rely upon such laws in respect of any directors' or officers' conflicts of interest or in respect of any breaches of duty by any of the directors or officers of the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described below, since January 1, 2008 no director or 10% shareholder of Contrans and no director, executive officer or 10% shareholder of Contrans or any associate or affiliate of any such person or company, has or had any material interest, direct or indirect, in any transaction that has materially affected or will materially affect Contrans.

Contrans acquired in the ordinary course of business a portion of their requirements for tractors and equipment repairs from Peterbilt of Ontario Inc. Stanley G. Dunford, Chief Executive Officer and a Director of Contrans, directly owns a majority interest in Peterbilt of Ontario Inc. The expenditures were $7.7 million for the year ended December 31, 2013 and $6.8 million and $14.4 million for the comparable periods in 2012 and 2011.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Subordinate Voting Shares is Computershare Trust Company of Canada at its principal office at 100 University Avenue, 9th Floor, Toronto, Ontario.

MATERIAL CONTRACTS

The Corporation is party to the following material contracts:

(a) Second Amended and Restated Loan Agreement dated December 1, 2009 between First Treasury Financial Inc., Integrated Private Debt Fund LP, Integrated Private Debt Fund II LP, Integrated Private Debt Fund III LP, and Contrans Holding GP Inc., and as amended by agreement dated October 21, 2011.

(b) Amended and Restated Credit Agreement dated as of September 25, 2007 between Royal Bank of Canada, Contrans Holding Limited Partnership and Contrans Holding II LLP, as amended by letter amending agreements dated as of January 1, 2009, December 1, 2009 and October 21, 2011;

(c) Second Amended and Restated Priority Agreement dated as of December 1, 2009 between First Treasury Financial Inc., Integrated Private Debt Fund LP, Integrated Private Debt Fund II LP, Royal Bank of Canada and Contrans Holding Limited Partnership, and as amended and supplemented thereto on October 21, 2011.

The foregoing documents are filed on SEDAR at www.sedar.com. The particulars of the contracts identified as (a), (b) and (c) are contained in notes 13 and 26 to the Corporation's consolidated financial statements for the financial year ended December 31, 2013.

INTERESTS OF EXPERTS

The Corporation's auditors are KPMG LLP. The consolidated financial statements for the years ended December 31, 2013 and 2012 have been filed under National Instrument 51-102 in reliance on the report of KPMG LLP, independent chartered accountants, given on their authority as experts in auditing and accounting. As at February 26, 2014, KPMG LLP and its partners did not hold any registered or beneficial ownership interests, directly or indirectly, in the securities of the Corporation or its associates or affiliates.

AUDIT COMMITTEE INFORMATION

Audit Committee Mandate

The Audit Committee is appointed by the Board of the Corporation in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- Oversee the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- Identify and monitor the principal risks that could impact the financial reporting of the Corporation;
- Monitor the Corporation's system of internal controls over financial reporting;
- Monitor the independence and performance of the Corporation's external auditor;
- Facilitate communication between the external auditor, management and the Board of Directors.

The Audit Committee Mandate is attached hereto as Schedule "A".

Composition of Audit Committee

The members of the Audit Committee are Robert B. Burgess, Archie M. Leach and G. Ross Amos. Each of Messrs. Burgess, Leach and Amos are independent and financially literate within the meaning of Multilateral Instrument 52-110.

Relevant Education and Expertise

The following section lists the education and experience of each Audit Committee member that is relevant to his responsibilities as a member of the Audit Committee.

Robert B. Burgess, QC – Mr. Burgess has been practicing law since 1963. Mr. Burgess holds a Bachelor of Commerce from McGill University and an LLB from Osgoode Hall Law School. He received the designation of Queens Counsel in 1981. Mr. Burgess had a concentration in accounting at McGill University; worked several months with a predecessor of KPMG prior to graduating from Osgoode Hall; has extensive corporate and transportation experience. He also has daily experience as a private investor in publicly traded securities.

Archie M. Leach, CPA, CA - Mr. Leach qualified as a Chartered Accountant in 1979. Mr. Leach is currently the President and Chief Executive Officer of CHG Hospital Beds, a manufacturer of long-term health care products. Prior to moving into executive positions with various companies, Mr. Leach spent approximately 13 years working as an auditor and held the position of Managing Partner of Deloitte & Touche LLP in London, Ontario for 10 years. Mr. Leach was previously a partner with Atkinson, Innes, Leach & Neill Chartered Accountants. Mr. Leach holds an honours degree in Business Administration from the Ivey School of Business at Western University.

G. Ross Amos, MBA, CGA, ICD.D – Mr. Amos has over 30 years of finance and accounting experience. Mr. Amos is currently President of a private investment firm. He has served as President of a group of hotels and Chief Financial Officer of two publicly-traded companies listed on the Toronto Stock Exchange. His experience also includes the responsibility for the analysis and structuring of equity and debt investments to a wide variety of industries. Mr. Amos holds an honours degree in Business Administration from The Ivey School of Business at Western University, a Masters in Business Administration from The Schulich School of Business, York University and a certificate in Corporate Governance, from the Rotman School of Business, University of Toronto.

Pre-approval Policies and Procedures for the Engagement of the Auditor for Non-audit Services

The Corporation has a policy in place on the scope of services for its auditors. This policy covers all work that might be performed by the auditors of the Corporation through engagements with the Corporation or its subsidiaries. The Chief Financial Officer of Contrans is accountable for the management of the policy and for providing interpretations on its application and provides a report to the Audit Committee each quarter a summary of all auditor engagements.

The Corporation is restricted by policy from engaging its auditors to carry out services that could affect its auditor's independence. These activities include bookkeeping or other services related to the Corporation's accounting records or financial statements; financial information systems design and implementation; appraisal or valuation services for financial reporting purposes; actuarial services for items recorded in financial statements; internal audit outsourcing services; management functions; human resources; certain corporate finance and other services; legal services; and certain expert services unrelated to the audit.

The Audit Committee has pre-approved a list of audit, audit-related, tax and other non-audit services. The Audit Committee reviews and, where necessary, updates this list at least annually. The Audit Committee is informed quarterly of the permitted services for which the auditor has been engaged. Requests for services that are not pre-approved are addressed on a case-by-case basis by either the Chairman of the Audit Committee or the entire Committee depending on the scope of the request.

External Fees by Audit Category

The following table lists the fees paid to KPMG LLP by category, for the last two fiscal years.

	2013	**2012[1]**
Audit Fees	$300,000	$283,100
Tax Fees - Compliance	136,075	108,450
- Acquisitions	23,290	22,908
- Other	20,700	3,410
Other Fees	21,500	—
	$501,565	$417,868

[1] The 2012 numbers have been restated to separately disclose those tax fees relating to acquisitions

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this document, and in certain documents incorporated by reference herein, constitute "forward-looking statements". When used herein and therein, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", and similar expressions, as they relate to Contrans or its management, are intended to identify forward-looking statements. Forward-looking statements are based on the views and estimates of management as of the date such statements are made and they involve known and unknown risks, uncertainties and other factors outside of management's control that could cause actual results to differ materially from those expressed in the forward-looking statements. Such factors include, but are not limited to economic conditions such as the price of fuel, insurance costs and interest rates; competition in the freight transportation industry in Canada and the United States; dependence on key personnel and owner-operators; changes in legislation concerning the transportation industry, and such other risk factors as are set out under the heading "Risk Factors" in this annual information form and those risk factors discussed in the Corporation's annual Management's Discussion and Analysis available at www.sedar.com. There can be no assurance that forward-looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such forward-looking statements. The Corporation undertakes no obligation (and expressly disclaims any such obligation) to update forward-looking statements if circumstances or management's estimates or views change. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

ADDITIONAL INFORMATION

Additional information can be found on SEDAR at www.sedar.com.

Additional information, including the remuneration and indebtedness of directors and officers of the Corporation and its subsidiaries, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans, as applicable, is contained in the Corporation's most recent information circular filed on SEDAR. Additional financial information is provided in the Corporation's financial statements and Management's Discussion and Analysis for the years ended December 31, 2013 and 2012.

SCHEDULE "A"

AUDIT COMMITTEE MANDATE

Purpose

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

Oversee the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.

Identify and monitor the management of the principal risks that could impact the financial reporting of Contrans Group Inc. ("Contrans").

Monitor the integrity of Contrans' financial reporting process and system of internal controls regarding financial reporting and accounting compliance.

Monitor the independence and performance of Contrans' external auditors.

Provide an avenue of communication among the external auditors, management and the Board of Directors.

Organization and Meetings

The Board shall elect annually from among its members a Committee to be known as the Audit Committee to be composed of three Directors all of whom shall be independent[1] with no direct or material indirect relationship with Contrans or its management. Each member must be financially literate[2]. Two members of the Audit Committee shall constitute a quorum.

The following are the primary responsibilities of the Chairman:

- Chairing all meetings of the Committee in a manner that promotes meaningful discussion.
- Ensuring adherence to the Committee's Mandate and that the adequacy of the Committee's Mandate is reviewed annually.
- Providing leadership to the Committee to enhance the Committee's effectiveness.

Managing the Committee, including:

- Adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
- Preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
- Ensuring meetings are appropriate in terms of frequency, length and content; and

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[1] "Material relationship" is defined as one that could "in the view of Contrans' Board of Directors, reasonably interfere with the exercise of a member's independent judgment".

[2] "Financial literacy" is defined as "the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably expected to be raised by Contrans' financial statements".

- Obtaining and reviewing with the Committee an annual report from the independent auditors, and arranging meetings with the auditors and financial management of Contrans to review the scope of the proposed audit for the current year, its staffing and the audit procedures to be used.

Any member of the Audit Committee may be removed or replaced at any time by the Board and shall at any time cease to be a member of the Audit Committee upon ceasing to be a Director. Subject to the foregoing, each member of the Audit Committee shall hold office as such until the next Annual Meeting of the Shareholders after his or her election.

The Audit Committee shall choose one of its own members to be its Chairperson and shall either choose one of its own members or an officer of Contrans Group Inc. to act as Secretary at the meeting of the Audit Committee.

The Audit Committee shall meet at least on a quarterly basis. The times and locations of the meetings shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Audit Committee; provided that notice of every such meeting shall be given to the auditors of the Corporation and that the meetings shall be convened whenever requested by the auditors or any member of the Committee. Regular meetings shall, whenever possible, be scheduled immediately prior to a Board of Directors' meeting.

A written agenda for each meeting shall be sent to each member and the auditors in advance of the meeting. Detailed minutes of each meeting summarizing issues discussed and actions recommended shall be prepared by the Secretary. All minutes shall be approved by a majority of the members.

The Audit Committee shall report to the Board of Directors regarding each of its meetings.

Responsibilities

Review Procedures

The Audit Committee shall review and reassess the adequacy of this Mandate on a periodic basis when it considers such review to be worthwhile and submit the mandate to the Board of Directors for approval.

The Audit Committee shall review all financial statements, MD&A, earnings press releases and summaries prepared by Contrans which require approval by the Board of Directors. This would include interim statements and related reports, year end audited statements and related reports, statements and related reports in prospectuses and other offering memoranda and statements and related financial reports required by regulatory authorities. Such review must be carried out prior to Contrans publicly disclosing the information.

The Audit Committee should enquire of and discuss with management and the external auditors, all significant issues regarding accounting principles, practices and significant management estimates and judgments.

The Audit Committee should, in consultation with management and the external auditors, consider the integrity of Contrans' financial reporting process and controls. Significant financial risk exposures should be discussed, along with the steps management has taken to monitor, control and report such exposures.

The Audit Committee shall review and approve management's decision related to the need for internal auditing.

The Audit Committee shall review any report of management which accompanies published financial statements or summaries for consistency of disclosure with financial statements or summaries themselves.

The Audit Committee shall ensure that adequate procedures are in place for the review of Contrans' disclosure of financial information extracted or derived from Contrans' financial statements. A periodic assessment of the adequacy of the procedures should be performed.

The Audit Committee shall review, with management, the external auditors and if necessary with legal counsel, litigation, claims or other contingencies, income or other tax assessments or reassessments, the findings of any examinations by regulatory agencies, insurance coverage, environmental compliance, adherence to debt covenants, pension obligations, compliance with various other statutory and regulatory requirements and any other matters which in the opinion of management or the auditors could, from time to time, have a material effect upon the quarterly or annual financial position or operating results of Contrans.

The Audit Committee shall review with management the CEO and CFO Certification of annual and interim disclosures.

The Audit Committee should establish procedures for the receipt, retention and treatment of complaints received by Contrans regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The Audit Committee shall review and approve Contrans' hiring of partners, employees and former partners and employees of the present and former external auditors of Contrans.

The Audit Committee shall review policies and practices concerning the discretionary expenditures of officers of Contrans. The Audit Committee may request a reporting, by individual officer, of such expenditures or a certification by such officers as to their adherence to the policies and practices.

The Audit Committee shall review with management and the external auditors all related party transactions.

Members of the Audit Committee shall have the right, for the purposes of performing their duties, to inspect all of the books and records of Contrans and of discussing such accounts and records and any matters relating to the financial position of Contrans with management and the external auditors of Contrans.

The Audit Committee shall have the authority to (a) engage independent counsel and other advisors as it determines necessary to carry out its duties; (b) set and pay the compensation for any advisors employed by the Audit Committee; and (c) communicate directly with the internal and external auditors.

The Audit Committee shall have the right and authority subject to the Board of Directors approval to institute special investigations and, if appropriate, hire special counsel or experts to assist.

The Audit Committee shall review with management the required disclosure in Contrans' AIF, which details information with respect to the audit committee's mandate, its composition, a description of the education and experience that relate to the responsibilities of each member, and the service fees paid to the external auditors.

External Auditors

The external auditors are ultimately accountable to the Audit Committee and the Board of Directors, as representatives of the Shareholders. The Audit Committee shall review the independence and performance of the auditors annually.

The Audit Committee shall consider whether the external auditors should be re-appointed and recommend accordingly to the Board of Directors. If a change in auditors is proposed, the Audit Committee shall enquire as to the reason for the change, including the response by the incumbent auditors. The Audit Committee should enquire as to the qualifications and independence of the newly proposed external auditors before making their recommendation to the Board of Directors.

On an annual basis, the Audit Committee should review and discuss with the external auditors all significant relationships they have with Contrans that could impair the auditors' independence.

The Audit Committee shall review the audit plans of the external auditor, and should enquire as to the extent the planned audit scope can be relied upon to detect weakness in internal controls or fraud or other illegal acts.

The Audit Committee shall review the results of any audits performed by Contrans' external auditors and shall receive a report from the auditors which includes but is not limited to the reporting recommendations of the Canadian Institute of Chartered Accountants as required from time to time. The Audit Committee shall enquire of both the officers and the external auditors as to the existence of any differences of opinion.

The Audit Committee shall consider the external auditors' judgments about the quality and appropriateness of Contrans' accounting principles as applied in Contrans' financial reporting.

The Audit Committee shall review the basis and the amount of the external auditors' fees and recommend the compensation of the external auditor to the Board of Directors.

Any member of the Audit Committee may require the external auditors to attend any or every meeting of the Audit Committee.

The Audit Committee shall review and recommend changes to the Board of Directors, as required, to Contrans' Policy on the Scope of Services of the Auditor. The Audit Committee shall be responsible for the procedures as outlined in the policy.