



**NOTICE OF 2009 ANNUAL MEETING
AND
INFORMATION CIRCULAR**

**ANNUAL MEETING OF UNITHOLDERS OF
SUPREMEX INCOME FUND**

March 19, 2009



SUPREMEX INCOME FUND

NOTICE OF ANNUAL MEETING OF UNITHOLDERS

TAKE NOTICE that the Annual Meeting (the "Meeting") of holders of units (the "Unitholders") of Supremex Income Fund (the "Fund") will be held at Centre VIP, 1000 de la Gauchetière Street West, Montréal, Québec, H3B 4W5, Rooms de la Gauchetière, de Belleville and Branssat, on May 8, 2009 at 10:30 A.M. (Montreal time) for the following purposes:

- (1) To receive the consolidated financial statements of the Fund for the financial year ended December 31, 2008, together with the report of the auditors thereon;
- (2) To elect the trustees of the Fund for the ensuing year;
- (3) To appoint the auditors of the Fund and authorize the trustees of the Fund to fix their remuneration; and
- (4) To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

The 2008 Annual Report which comprises the Management's Discussion and Analysis of financial condition and results of operations, the consolidated financial statements of the Fund and the auditors' report to the Unitholders for the financial year ended December 31, 2008 is posted at www.supremex.com or www.sedar.com.

The record date (the "Record Date") for determining those Unitholders entitled to receive notice and to vote at the Meeting is the close of business on March 31, 2009. Only persons registered as Unitholders on the books of the Fund as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting, and no person becoming a Unitholder after the Record Date shall be entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The failure of any Unitholder to receive notice of the Meeting does not deprive the Unitholder of the right to vote at the Meeting. Unitholders are invited to attend the Meeting; there will be an opportunity to ask questions and meet management.

A Unitholder who is unable to be present at the Meeting and who wishes to appoint some other person (who need not be a Unitholder) to represent him or her at the Meeting may do so either by striking out the names set forth in the enclosed form of proxy and by inserting such person's name in the blank space provided therein or by completing another proper form of proxy, and, in either case, by returning the completed proxy in the pre-addressed return envelope provided for that purpose, to Computershare Investor Services Inc. at 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1 or by fax to 1-866-249-7775/1-416-263-9524 and must be received by Computershare no later than 5:00 p.m. (Montreal time) on May 6, 2009 or if the Meeting is adjourned, no later than 48 hours before any reconvened meeting.

DATED at Montréal, Québec, this 19th day of March, 2009.

BY ORDER OF THE TRUSTEES OF SUPREMEX INCOME FUND

(signed) Gilles Cyr
President, Chief Executive Officer and Trustee of Supremex Income Fund

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SUPREMEX INCOME FUND

INFORMATION CIRCULAR

This information circular (the "Information Circular") is furnished in connection with the solicitation by the management of SUPREMEX INCOME FUND (the "Fund") of proxies to be used at the Annual Meeting (the "Meeting") of holders (collectively, the "Unitholders") of units (the "Units") of the Fund to be held at the time and place and for the purposes set forth in the accompanying Notice of the Meeting, and all adjournments thereof.

It is expected that the solicitation will be made primarily by mail but proxies may also be solicited by telephone, over the Internet, in writing or in person, by Trustees of the Fund or by directors (the "**Directors**"), officers or regular employees of Supremex Inc. (the "**Company**") and its subsidiaries who will receive no compensation therefore in addition to their regular remuneration. The cost of any such solicitation is expected to be nominal and will be borne by the Fund. The Fund may also reimburse brokers and other persons holding Units in their name or in the name of nominees for their costs incurred in sending proxy material to their principals in order to obtain their proxies. Such costs are expected to be nominal.

APPOINTMENT OF PROXIES

The persons named in the enclosed form of proxy are Trustees of the Fund. **Each Unitholder is entitled to appoint a person other than the individuals named in the enclosed form of proxy to represent such Unitholder at the Meeting.**

A Unitholder who is unable to be present at the Meeting and who wishes to appoint some other person (who need not be a Unitholder) to represent him or her at the Meeting may do so either by striking out the names set forth in the enclosed form of proxy and by inserting such person's name in the blank space provided therein or by completing another proper form of proxy, and, in either case, by returning the completed information in the pre-addressed return envelope provided for that purpose, to Computershare Investor Services Inc. at 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1 or by fax to 1-866-249-7775/1-416-263-9524 and such envelope must be received by Computershare no later than 5:00 p.m. (Montreal time) on May 6, 2009 or if the Meeting is adjourned, no later than 48 hours before any reconvened meeting.

REVOCAION OF PROXIES

A Unitholder who has given a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy and may do so: (1) by depositing an instrument in writing executed by him or her or by his or her attorney authorized in writing or, if the Unitholder is a corporation, under the corporate seal or by an officer or attorney thereof duly authorized (i) at the registered office of the Fund at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (ii) with the

Chairman of the Meeting on the day of the Meeting, or any adjournment thereof; or (2) in any other manner permitted by law.

VOTING OF PROXIES

The Units represented by the accompanying form of proxy will be voted or withheld from voting in accordance with the instructions of the Unitholder on any show of hands or ballot that may be called for and, if the Unitholder specifies a choice with respect to any matter to be acted upon, the Units will be voted accordingly. If no specification has been made with respect to any such matter, the persons named in the enclosed form of proxy intend to cast the votes represented by such proxy IN FAVOR of any such matter as described in this Information Circular.

The accompanying form of proxy confers discretionary authority upon the attorney named therein with respect to amendments or variations to matters identified in the notice of the Meeting and other matters which may properly come before the Meeting or any adjournment thereof. At the date of this Information Circular, the Trustees of the Fund know of no such amendments, variations or other matters. If matters which are not known at the date hereof should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the person voting it.

RECORD DATE

The record date (the "Record Date") for determining those Unitholders entitled to receive notice and to vote at the Meeting is the close of business on March 31, 2009. Only persons registered as Unitholders on the books of the Fund as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting, and no person becoming a Unitholder after the Record Date shall be entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The failure of any Unitholder to receive notice of the Meeting does not deprive the Unitholder of the right to vote at the Meeting.

The information contained herein is given as at March 19, 2009, except as otherwise stated.

VOTING OF UNITS – ADVICE TO BENEFICIAL UNITHOLDERS

The information sets forth in this section is of significant importance to beneficial Unitholders, as they do not hold Units of the Fund in their own names. Their Units are registered in the name of an intermediary, such as a securities broker, financial institution, trustee, custodian or other nominee who holds the Units on their behalf, or in the name of a clearing agency in which the intermediary is a participant. Intermediaries have obligations to forward meeting materials to the non-registered Unitholders, unless otherwise instructed by the Unitholder (and as required by regulation in some cases, despite such instructions).

Only registered Unitholders or their duly appointed proxyholders are permitted to vote at the Meeting. Non-registered Unitholders should follow the directions of their intermediaries with respect to the procedures to be followed for voting. Generally, intermediaries will provide non-registered Unitholders with either: (a) a voting instruction form for completion and execution by the non-registered Unitholder, or enabling voting by alternate means such as telephone or Internet, or (b) a form of proxy, executed by the intermediary and restricted to the number of Units owned by the non-registered Unitholder, but otherwise uncompleted. These are procedures to permit the non-registered Unitholders to direct the voting of the Units that they beneficially own.

If the non-registered Unitholder wishes to attend and vote in person at the Meeting, one must insert its own name in the space provided for the appointment of a proxyholder on the voting instruction or proxy

form provided by the intermediary and carefully follow the intermediary's instructions for return of the executed form or other method of response.

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

No Trustee of the Fund, Director or officer of the Company, nor their associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than as set forth herein.

THE FUND

The Fund is an unincorporated, open-ended trust established under the laws of the Province of Québec by a fund declaration of trust made as of February 10, 2006 as amended and restated as of March 31, 2006 (the "Fund Declaration of Trust"). The Fund has been established to acquire and hold the common shares of the Company (the "Shares") and the principal amount of the notes (the "Notes").

The principal and head office of Supremex is located at 7213 Cordner, LaSalle, Québec, Canada, H8N 2J7.

OUTSTANDING UNITS AND PRINCIPAL UNITHOLDERS

Pursuant to the Fund Declaration of Trust, the Fund is authorized to issue an unlimited number of Units. As at March 13, 2009, 29,297,767 Units were outstanding, each carrying the right to one vote on all matters to come before the Meeting.

The following table shows the name and information about the Units directly or indirectly beneficially owned by each person or company who, as at March 13, 2009, owned of record, or who, to the knowledge of the Trustees of the Fund, owned beneficially, directly or indirectly, more than 10% of the Units.

NAME	NUMBER OF UNITS OF THE FUND OWNED	TYPE OF OWNERSHIP	PERCENTAGE OF EACH CLASS OWNED
Clarke Inc.	7,814,700	Direct	26.67%
Montrusco Bolton Investment Inc.	3,026,425	Direct	10.33%

ELECTION OF TRUSTEES OF THE FUND

Trustees of the Fund

The Fund Declaration of Trust provides for a minimum of three (3) and a maximum of nine (9) Trustees. Two thirds of the Trustees shall be residents of Canada and the majority shall qualify as "independent" within the meaning of applicable securities laws. As at March 19, 2009, the Fund had five Trustees, four of whom are residents of Canada, and a majority of whom are "independent" within the meaning of applicable securities laws.

Trustees of the Fund are elected annually. **The persons named in the enclosed form of proxy intend to vote FOR the election of the nominees whose names are set forth below, all of whom are now Trustees of the Fund, and have been since the dates indicated.** Each Trustee of the Fund elected will hold office until the next annual meeting or until his successor is elected or appointed, unless his office is vacated earlier.

The following summary sets forth for each person proposed to be nominated for election by the Fund as a Trustee of the Fund, his name, municipality, province or state of residence and country of residence, his principal occupation, business or employment held presently and within the five preceding years, the date of his election or appointment as Trustee of the Fund and as a Director of the Company, the committees on which he serves and other boards of companies on which he serves. The summary also indicates whether the nominee is independent and the number of Units beneficially owned, directly or indirectly, or controlled or directed by him as at March 13, 2009.

NAME	PRINCIPAL OCCUPATION
<p>Gilles Cyr La Prairie, Québec, Canada Trustee since February 10, 2006 Director since July 31, 1995 Not Independent Number of Units: 415,200</p>	<p>President and Chief Executive Officer of Supremex Inc.</p> <p>Gilles Cyr is the President and Chief Executive Officer of Supremex and has held this position since October 2004. Mr. Cyr has held various positions with Supremex since 1992, first as Chief Financial Officer, later as Vice-President and General Manager of Supremex's Eastern Region, from January 1996 to January 2006 and has held again such position since November 2006. Prior to joining Supremex, Mr. Cyr was a partner at Arthur Andersen LLP, where he worked for ten years. Mr. Cyr holds a Bachelor's Degree in Commerce from the University of Québec at Trois-Rivières and is also a Chartered Accountant. Mr. Cyr was, from June 2003 to November 2004, a shareholder and a director of Précis-Métal Inc.</p>
<p>L.G. Serge Gadbois^{(1)*} Boucherville, Québec, Canada Trustee since March 31, 2006 Director since March 31, 2006 Independent Number of Units: 12,000</p>	<p>Corporate Director</p> <p>L.G. Serge Gadbois is a corporate director of Industrial Alliance, Insurance and Financial Services Inc., Cogeco Cable Inc. and Mecachrome International Inc. Previously, Mr. Gadbois held various positions at Metro Inc. such as Senior Vice-President, Finance, from 1997 until February 2006, and was also Vice-President Finance from 1985 to 1997. Prior to this, he served as Controller and Director of Financial Services at the School Council of the Island of Montreal for eight years. He holds a Master of Business Administration from the École des Hautes Études Commerciales and is a member and Fellow of the Quebec Order of Chartered Accountants.</p>

NAME	PRINCIPAL OCCUPATION
<p>Georges Kobrynsky⁽¹⁾⁽²⁾ Montreal, Québec, Canada</p> <p>Trustee since March 31, 2006 Director since March 31, 2006</p> <p>Independent</p> <p>Number of Units: 1,300</p>	<p>Senior Vice-President, Investment Forest Products of the Société générale de financement du Québec</p> <p>Georges Kobrynsky is Senior Vice-President, Investments Forest Products of the Société générale de financement du Québec and is a trustee of SFK Pulp Fund. Previously, Mr. Kobrynsky held various senior positions at Domtar Inc. over 30 years including Senior Vice-President, Pulp and Paper Sales, Marketing/Customer Relations Group from 2001 to 2005 and Senior Vice-President, Communication Papers Division from 1995 to 2001. He also held a position at the Ministry of the Environment of Canada from 1971 to 1975. Mr. Kobrynsky has completed the Senior Executive Program from University of Western Ontario. He also holds a Master of Business Administration from McGill University, a Bachelor's degree in Sciences from the Université Laval and a Bachelor's of Arts degree from the Université de Montréal.</p>
<p>Herbert Lukofsky⁽¹⁾⁽²⁾ St-Lambert, Québec, Canada</p> <p>Trustee since March 31, 2006 Director since March 31, 2006</p> <p>Independent</p> <p>Number of Units: 0⁽³⁾</p>	<p>Corporate Director</p> <p>Herbert Lukofsky has been a corporate director of numerous public and private companies including Liquidation World Inc., Société de développement de Montréal, Solareh Inc., LaGran Inc., International Aqua Foods Inc., Hallmark Technologies Inc. and Inventronics Inc. Previously, Mr. Lukofsky was a tax partner and head of tax division at the Montreal office of Arthur Andersen LLP from 1970 to 1984 and President of Lukofsky Lajoie & Associates, a business consulting firm specializing in mergers and acquisitions, from 1984 to 1992. Mr. Lukofsky holds a Bachelor's degree in Commerce from Concordia University and a Chartered Accountancy Designation from McGill University.</p>
<p>Harolde M. Savoy⁽²⁾ Dallas, Texas</p> <p>Trustee since March 31, 2006 Director since March 31, 2006</p> <p>Independent</p> <p>Number of Units: 10,000</p>	<p>President of Entreprises Dominion Blueline Inc. and Rediform Inc.</p> <p>Harolde M. Savoy has been the President of Entreprises Dominion Blueline Inc. since 1990 and also President of Rediform Inc., a subsidiary based in Dallas, Texas. For the past 27 years, Mr. Savoy has held different positions within Entreprises Dominion Blueline Inc. such as General Manager and Vice-President of Sales and Marketing, General Manager of Dominion Envelope Inc., a subsidiary, and Production Superintendent. He holds a Master of Business Administration as well as a Bachelor of Art in Economics from the University of Western Ontario.</p>

(1) Member of the Audit Committee.

(2) Member of the Compensation, Corporate Governance and Nominating Committee.

(3) In order to ensure strict compliance with applicable laws, the Trustees of the Fund have required that at least one trustee does not become at any time the holder of any units of the Fund. The Trustees have decided that Herbert Lukofsky would be such Trustee.

* Chairman of the Board of Trustees and Board of Directors.

Certain proposed nominees are directors of other reporting issuers. These are as follows:

DIRECTOR	REPORTING ISSUER
L.G. Serge Gadbois	Industrial Alliance, Insurance and Financial Services Inc. Mecachrome International Inc. Cogeco Cable Inc.
Georges Kobrynsky	SFK Pulp Fund

Meetings and Attendance

As at December 31, 2008, the Board of Trustees (including the Board of Directors) and its standing committees met as follows:

	REGULAR	TELEPHONE	TOTAL
Board	7	1	8
Audit	4	1	5
Compensation, Corporate Governance and Nominating	5	1	6
Total	16	3	19

The following is the record of attendance for each Trustee at Board and committee meetings as at December 31, 2008. The overall attendance record at Board and committee meetings was respectively 97.5% and 97.0%.

NAME OF TRUSTEE	BOARD	AUDIT	COMPENSATION
Gilles Cyr	8	N/A	N/A
L.G. Serge Gadbois	8	5	N/A
Georges Kobrynsky	7	4	6
Herbert Lukofsky	8	5	6
Harolde M. Savoy	8	N/A	6
Total	39		32
Overall Attendance	97.5%		97.0%

Directors of the Company

Under the Fund Declaration of Trust, the Fund has agreed that the board of Directors (the "Board of Directors") of the Company shall be composed of the Trustees, unless otherwise agreed by the independent Trustees. Two thirds of the Trustees and Directors shall be residents of Canada and the majority shall qualify as "independent" within the meaning of applicable securities law.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Fund and the Company, in the last ten years, no Trustee of the Fund nor any Director or executive officer of the Company is or has been a director or executive officer of any company that, while that person was acting in that capacity, (a) was the subject of a cease trade order or similar order, or an order that denied the relevant company access to any exemptions under securities legislation, for a period of more than 30 consecutive days, (b) was the subject of an event that resulted, after that person ceased to be a director or executive officer, in the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to an exemption under securities legislation, for a period of more than 30 consecutive days or (c) 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, except for Mr. Gilles Cyr who was from June 2003 to November 2004, a shareholder and a director of Précis Métal Inc., which filed for bankruptcy in November 2004 pursuant to the *Bankruptcy and Insolvency Act* (Canada), and for L.G. Serge Gadbois who has been a director of Mecachrome International Inc. since May 2006, which filed for protection from the Quebec Superior Court under the *Companies' Creditor Arrangement Act* (Canada) on December 12, 2008 and has obtained similar protection from the Courts for its French subsidiaries under the safeguard procedure (procédure de sauvegarde) in France.

Penalties or Sanctions

To the knowledge of the Fund and the Company, no Trustee nor any Director or executive officer of the Company, (i) has been subject to 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 (ii) has been subject to 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.

Personal Bankruptcies

To the knowledge of the Fund and the Company, in the last ten years, no Trustee nor any Director or executive officer of the Company has become 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 the assets of the director or executive officer.

COMPENSATION OF TRUSTEES

Compensation of Trustees

The table below shows the fee schedule for 2008. All fees are in Canadian dollars.

NAME OF TRUSTEE	FEES EARNED	TOTAL
	\$	\$
L. G. Serge Gadbois ^{(1)*}	\$50,750	\$50,750
Georges Kobrynsky ⁽¹⁾⁽²⁾	\$43,500	\$43,500
Herb Lukofsky ⁽¹⁾⁽²⁾	\$47,500	\$47,500
Harolde M. Savoy ⁽²⁾	\$38,000	\$38,000

(1) Member of Audit Committee.

(2) Member of Compensation, Corporate Governance and Nominating Committee.

* Chairman of the Board.

Narrative Discussion

The Fund pays a premium retainer to the Chairman and the Chair of the two committees. These premiums have been reviewed by Aon and are competitive with the Comparative Group.

Trustees' and Directors' Liability Insurance

The Trustees and officers of the Fund and the Directors and officers of the Company are covered under a director's insurance policy of the Fund that provides an aggregate limit of liability to the insured trustees, directors and executive officers of \$35 million and the premium paid was \$169,611.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Discussion and Analysis

The current compensation of the Trustees and officers of the Fund has been determined through negotiations in the context of the initial public offering of the Fund completed on March 31, 2006 and updated since then based on reports received by the Compensation, Corporate Governance and Nominating Committee.

Objective of Compensation Program

Within the Fund, remuneration plays an important role in attracting and retaining key members of the management team. The Fund is committed to a compensation policy that drives business performance, is competitive in the short-term and in the long-term and encourages entrepreneurial behaviour.

What the Compensation Program is Designed to Reward

Plans and programs are designed so as to constitute adequate reward for services and incentive for the senior management team to implement both short-term and long-term strategies aimed at increasing unit value and creating economic value. The Fund compensation strategy is therefore heavily weighted towards pay-for-performance components. Actual rewards are directly linked to the results of the Fund. Financial performance targets set each year represent a required return on capital employed of the Fund's financial results and are therefore aligned with Unitholder interests.

The compensation policy for fiscal 2008 was determined based on the review of market practices as well as an analysis of the performance of the organizations forming part of the Comparative Group. The Compensation, Corporate Governance and Nominating Committee believes that the compensation policy is competitive with that offered by Canadian corporations of similar size having operations in similar markets.

Remuneration potential as well as the allocation of various remuneration and incentive components have been established in order to compete with remuneration practices of issuers similar to the Fund. In this respect, the Fund identifies remuneration practices and remuneration levels of publicly traded Canadian companies and/or Income Trusts, that similarly to the Fund, are involved in the print and the paper converting industry, and those of other publicly traded Canadian companies of comparable size in terms of revenue. 18 companies or Income Trusts are considered comparative companies: Advanced Fiber Technology, Arbec Forest Products Inc., Brampton Brick Limited, Komunik inc., Davis & Henderson Income Fund, EMCO, Goodfellow Inc., IPL Inc., MDC partners Inc., PLM Group LTD, Polyair InterPack Inc., Fonds SFK Pâte, Sino-Forest Corporation, The Data Group Income Fund, Velan Inc., Western Forest Products Inc. and Winpak Limited. In addition, the Fund reviews general compensation surveys on an annual basis to compare the Fund compensation policies to generally accepted practices for publicly traded companies. The group of 18 companies mentioned above is referred hereinafter as the "Comparative Group". When analyzing the remuneration practices and levels of the Comparative Group, the Compensation, Corporate Governance and Nominating Committee also takes into consideration the Funds financial targets and past performance.

Compensation Consultant

During the year ended December 31, 2008, the Fund reviewed its compensation policy following a review conducted by AON Consulting. During such process, the compensation policies of the Comparative Group were analyzed in light of the size of the Fund, the geographic markets in which it operates and the responsibilities given to its executive officers.

With regard to the assistance provided in the compensation policy review process and other compensation matters of the Fund, AON Consulting was paid fees totaling \$9,535 during the last fiscal year. AON Consulting was retained by the Fund in 2008 to perform other work mainly related to the pension plans.

Elements of Compensation Program, Determination and Rationale for Amounts of each Element

The elements of the executive compensation program are the Base Salary, the Annual Incentive (Bonus), Management Profit Sharing Plan and the Pension Plan. At this point, the Fund has not yet developed any new long-term incentive program, similar to the grant of Stock Option or any type of unit award. In March 2006, at the time of the Initial Public Offering, 2,364,228 Units were issued to Management employees for a cash consideration to amend the then existing Management Profit Sharing Program. The Units are held in escrow and 50% were released on March 31st, 2008. From the remaining Units held in escrow, 25% will be released on March 31st, 2009 and 25% on March 31st, 2010, subject to earlier release under certain circumstances or sold to Supremex for a nominal consideration of \$0.01 per Unit in the event of the voluntary departure of the employee or the termination by Supremex for cause prior to the expiry of the four year escrow period.

The compensation policies and guidelines for the Named Executive Officers other than the President and Chief Executive Officer, are recommended by the President and Chief Executive Officer and approved by the Compensation, Corporate Governance and Nominating Committee. The compensation for the President and Chief Executive Officer, as described at the end of this Section, is recommended by the Compensation, Corporate Governance and Nominating Committee and approved by the Board.

Perquisites and personal benefits provided to senior management reflect competitive practices and particular business needs.

Base Salary

For fiscal 2008, base salary was re-evaluated based on the principles established following the review of the Comparative Group, as well as on more subjective criteria such as internal equity and performance of each senior executive. Base salary is competitive with the median of the base salaries offered by the Canadian corporations included in the Comparative Group. The objective is to move the Named Executive Officers who provide a substantial value to the Fund to the 75th percentile.

The Compensation, Corporate Governance and Nominating Committee will re-evaluate the base salary component of the compensation for the Fund's executive officers to ensure that it reflects salaries offered for positions involving similar responsibilities and complexity, internal equity comparisons, as well as the ability and experience of the Fund's executive officers.

Annual Incentive (Bonus)

The annual incentive (bonus) plan aims at encouraging the achievement of financial performance targets and rewarding the executive officers based on Supremex's success.

The management employees of the Company (the "Management Employees") are entitled to their annual Bonus if the Company's profits or the business unit of which the Named Executive Officer is in charge of is in excess of 20% of return on capital employed ("ROCE"), or if the profit of the current year is in excess of the previous year's profit, with a minimum ROCE of 11.5%. ROCE is defined as the operating profit before the accrual for the bonus and profit sharing plans for the Management Employees and before the corporate charges for the business units, divided by the capital employed, which is based among other factors on the sum of (i) the average working capital for the preceding year; (ii) the net book value of the main manufacturing equipment and the other assets for the preceding year; and (iii) a value allocated for goodwill. For the head office, the ROCE is based on the EBITDA before any accruals for bonus and profit sharing to the Management Employees divided by the total capital employed. The base bonus is a percentage of the base salary of the employees.

Under the plan, a bonus is fully paid if the EBITDA is above the target return level or if the actual EBITDA of the current year exceed the prior year's EBITDA. If the actual EBITDA is not higher than the target return level or the prior year's EBITDA, but is higher than the minimum return level, then the bonus will be prorated. For Fiscal 2008, the Fund actual EBITDA was below the target level, thus 95.1% of the bonus has been paid for the Named Executive Officers, except for Stewart Emerson who was entitled to 100% of base bonus based on the results of the business unit he is in charge of.

Each year, the Compensation, Corporate Governance and Nominating Committee establishes payout percentages for bonuses to all executive officers. For Fiscal 2008, payout percentages awarded, other than the Chief Executive Officer, ranged from 20% to 35% of base salary if the required return levels were achieved. The Committee reviewed the bonus plan and believes that its underlying principles are sufficiently defined and adequately encourage the executive officers to excel. This plan is competitive with the median of bonus plans offered by the corporations included in the Comparative Group.

Management Profit Sharing Plan

The Management Employees are entitled to share in the Company's profits which are in excess of a minimum return of capital employed (ROCE) as described above. ROCE is defined as the operating profit before the accrual for the bonus and profit sharing plans for Management Employees and before the corporate charges for the business units, divided by the capital employed, which is based among other factors on the sum of (i) the average working capital for the preceding year; (ii) the net book value of the main manufacturing equipment and the other assets for the preceding year; and (iii) a value allocated for goodwill. For the head office, the ROCE is based on the EBITDA before any accruals for bonus and profit sharing to Management Employees divided by the total capital employed. The targeted level of return is 20%. For the profit sharing, the business units accumulate a percentage of the operating profit either if the profit exceeds the targeted level of 20% return or if the actual results of the current year exceed the previous year's results and are above 11.5% ROCE. In the event that the return of a business unit is below 11.5%, there is no profit sharing payable. The purpose of the plan is to incent the Management Employees to grow EBITDA through the sharing up to 20% of any improvement in EBITDA assuming the same tangible asset base. If there is an acquisition in the course of a fiscal year, the assets are added to the base of the Tangible asset base on a pro-rata basis. The plan is administered by the Compensation, Corporate Governance and Nominating Committee. In 2008, the only Named Executive Officer who was entitled to Profit Sharing was Stewart Emerson due to the financial results of the business unit he manages.

Pension Plan

Since 1998, the Company is offering a RRSP contribution to its Named Executive Officers, representing 9% of the eligible salary (base salary and bonus) and limited by the Canadian Tax Authority. The Company offers an hybrid pension plan to most of its salaried employees, consisting in a Defined Benefit Plan combined with a Defined Contribution Plan. The Company strongly believes in this type of pension plan for the retention of employees and to allow them reasonable retirement income. With this in mind, it was decided late in 2008 to offer to the Named Executive Officers to join the Non-Union pension plan of the Company as of January 1st, 2009, offering them a credited service of 1.5% per year of service and the option to join in the Defined Contribution module also. The four Named Executive Officers decided to join the pension plan offered to them. The annual cost for the Company should not be materially different than the actual contribution made to the Named Executive Officers in 2008.

Chief Executive Officer

For fiscal 2008, the Chief Executive Officer's base salary and bonus were based upon the same principles as those used for the other executive officers of the Fund. The Chief Executive Officer's compensation package was determined by the Compensation, Corporate Governance and Nominating Committee. Gilles Cyr's base salary was fixed at \$250,000 up to April 1, 2008 and \$275,000 since then. The payout percentages for his annual bonus ranged from 0% of his base salary to 50% of his base salary, depending on the actual financial performance of the Company, the whole in accordance with the Fund's compensation policies. For fiscal 2008, the amount of bonus paid to the Chief Executive Officer represented 47.6% of his base salary.

Base salary and bonus of the Chief Executive Officer is approximately the median of the base salaries and bonus offered by the corporations included in the Comparative Group.

Each senior manager's performance and related salary level, annual bonus target and amount of payment under the management profit sharing plan is reviewed and approved annually by the Compensation, Corporate Governance and Nominating Committee in conjunction with the Chief Executive Officer.

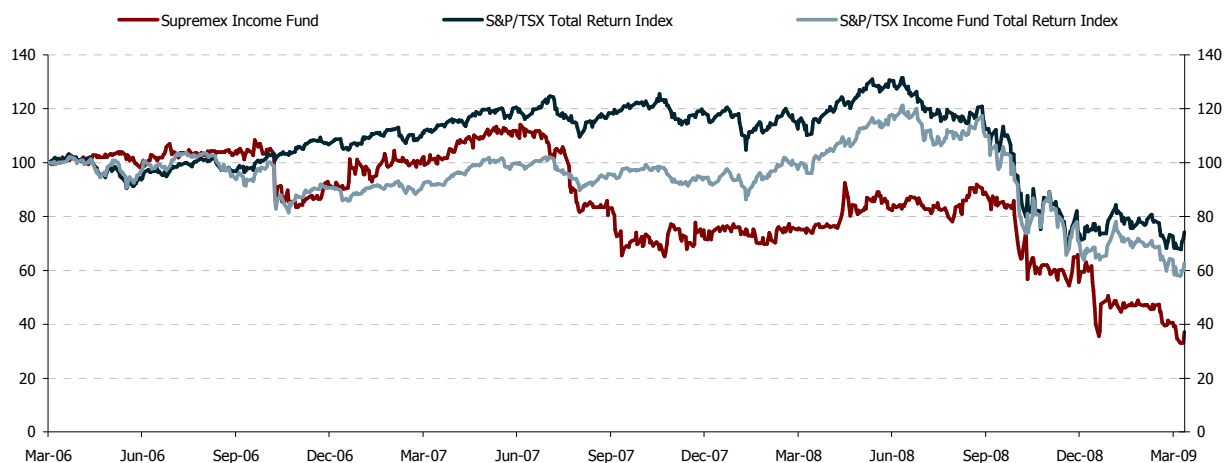
Compensation matters relating to the Chief Executive Officer are approved by the Board of Trustees on the recommendation of the Compensation, Corporate Governance and Nominating Committee.

The Compensation, Corporate Governance and Nominating Committee is comprised of Georges Kobrynsky, Herbert Lukofsky and Harolde M. Savoy.

PERFORMANCE GRAPH

The following graph compares the total cumulative return on \$100 invested in Units of the Fund on the Toronto Stock Exchange ("TSX") with the cumulative total return on the S&P/TSX Composite Index and the Canadian Income Trust Index (assuming reinvestment of distributions as of the date of payment of same) for the period from March 31, 2006 (the date of closing of the initial public offering of the Fund) to March 13, 2009.

Total return⁽¹⁾ from the initial public offering (March 31, 2006) to March 13, 2009.



(1) Assumes distributions paid by the Fund are reinvested in Units. Source: Bloomberg.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides a summary of the compensation being earned in respect of three most recently completed financial years by each of the Chief Executive Officer, Chief Financial Officer and the two next most highly compensated executive officers of the Company or its subsidiaries who are currently serving as executive officers of the Company (collectively, the "Named Executive Officers") for services rendered in all capacities to the Fund and Company.

Summary Compensation table

ANNUAL COMPENSATION						
NAME AND PRINCIPAL POSITION WITH SUPREMEX	YEAR	SALARY (\$)	SHARE AWARDS ⁽¹⁾ (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)	ALL OTHER COMPENSATION ⁽²⁾ (\$)	TOTAL (\$)
				ANNUAL INCENTIVE PLAN		
GILLES CYR ^{(3) (4)} President and Chief Executive Officer	2008	268,750	—	130,789	20,000	419,539
	2007	250,000	—	145,665	19,000	414,665
	2006	235,000	3,450,000	392,512	125,579	4,203,091
STÉPHANE LAVIGNE ^{(3) (4)} Vice-President, Chief Financial Officer and Corporate Secretary	2008	211,250	—	71,577	20,000	302,827
	2007	200,000	—	105,517	19,000	324,517
	2006	186,458	2,250,000	290,846	18,000	2,745,304
STEWART EMERSON ^{(3) (4)} Vice-President and General Manager, Central Region	2008	185,904	—	84,014	20,000	289,918
	2007	175,000	—	101,731	19,000	295,731
	2006	170,962	2,100,000	299,600	42,543	2,613,105
MANON CLOUTIER ^{(3) (4)} Corporate Controller and Treasurer	2008	128,500	—	24,731	13,392	166,623
	2007	123,000	—	34,948	12,960	170,908
	2006	116,250	569,590	86,151	18,000	789,991

- (1) These amounts have been calculated by multiplying the closing market price of the Units on the date of issuance of the Units, which was \$10, by the number of Units issued to the Named Executive Officers. The Company does not believe that this value reflects the fair market value of the Units issued to the Named Executive Officers held in escrow due to the resale restrictions for a period of 4 years, and as such, the fair market of the Units for the employees at the time of the conversion was established by an external independent firm to be \$6.50. The closing market price of the Units as of March 13th, 2009 was \$ 2.25.
- (2) All other compensation includes contributions to a registered retirement savings plan and the gain on exercise of Cenvéo Inc. stock options.
- (3) On Closing of the IPO in March 2006, certain members of Management received an aggregate bonus in respect of services performed in connection with the Offering equal to US\$350,000. This bonus has been paid by Cenvéo from the proceeds received in consideration of the sale of the Company, thus is not included in the table above. Please refer to "interest of insiders in material transaction".
- (4) As of March 13, 2009, 415,200 units of the Fund were held by Gilles Cyr, 300,000 by Stéphane Lavigne, 210,000 by Stewart Emerson and 56,959 by Manon Cloutier.

Termination of Employment, Change of Responsibilities and Employment Agreements

The Company has entered into an employment agreement with each of the Named Executive Officers (collectively, the "Employment Agreements"). The Employment Agreements set out the duties and responsibilities and annual compensation (including the base salary) and benefits of the applicable Named Executive Officer and include confidentiality and non-competition covenants.

The initial base salary is as follows for each of the Named Executive Officers, subject to annual increases based on a cost-of-living adjustment and other increases as may be determined by the Company: (i) Gilles Cyr, \$275,000, (ii) Stéphane Lavigne, \$215,000, (iii) Stewart Emerson, \$190,000, and (iv) Manon Cloutier, \$130,000. In addition, the Named Executive Officers are eligible to receive an annual bonus calculated on the basis of 50% of the annual base salary in the case of the President and Chief Executive Officer and on the basis of 35% of the annual base salary in the case of the Vice-President, Chief Financial Officer and the Vice-President and General Manager and on the basis of 20% of the

annual base salary in the case of the Corporate Controller, and also participate in the amended management profit sharing plan of the Company.

The confidentiality covenants apply indefinitely, while non-competition covenants apply during the Named Executive Officer's employment and for a period of two years (nine months in the case of Manon Cloutier) following the termination of his or her employment with the Company.

In the event of the termination of the Named Executive Officer's employment by the Company without cause or by the Named Executive Officer in certain circumstances, the Employment Agreements provide that each Named Executive Officer will receive an aggregate amount equal to two times base salary, target bonus and profit sharing, plus certain benefits (equivalent of 9 months in the case of Manon Cloutier). Such amounts would represent approximately \$920,000 for Gilles Cyr, \$665,000 for Stéphane Lavigne, \$610,000 for Stewart Emerson and \$137,000 for Manon Cloutier. In the event of a change of control of the Fund, the Named Executive Officers, other than Manon Cloutier, could be allowed to the same amount upon termination of their employment.

In addition to the employment agreements described above, the Company has entered into employment agreements with the other management employees that include non-competition covenants following the termination of their employment with the Company.

Indebtedness of Trustees, Directors and Executive Officers

None of the Trustees, Directors or executive officers of the Company, nor any associate of such Trustees, Directors or executive officers are, at the date hereof, indebted to the Fund or any of its subsidiaries. Additionally, the Fund has not provided any guarantee, support agreement, letter of credit or similar arrangement or undertaking in respect of any indebtedness of any such person to any other person or entity.

The Compensation, Corporate Governance and Nominating Committee

The Compensation, Corporate Governance and Nominating Committee consults generally with, and makes recommendations to the Board of Trustees on matters concerning executive compensation, including individual salary rates and other supplemental compensation.

CORPORATE GOVERNANCE DISCLOSURE

Guidelines

The Board of Trustees considers good corporate governance practices to be an important factor in the overall success of the Fund. Under the rules of the Canadian Securities Regulators, the Fund is required to disclose information relating to its system of corporate governance with reference to certain standards adopted by the Canadian Securities Administrators ("CSA"). The Fund's disclosure addressing each of these standards is set out in Schedule 1 of this Information Circular.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere herein, no Trustee, Director, senior officer or other insider, as applicable, of the Fund and of the Company, nor any associate or affiliate of the foregoing persons has any substantial interest, direct or indirect, in any material transaction since the closing of the initial public offering of the Fund.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote **FOR** the reappointment of Ernst & Young LLP ("E&Y"), Chartered Accountants, Montreal, as auditors of the Fund to hold office until the next annual meeting of Unitholders at a remuneration to be determined by the Trustees of the Fund. E&Y have been the auditors of the Fund since February 10, 2006.

AUDIT FEES

During the year ended December 31, 2008 and 2007, the Fund retained its principal accountant, E&Y, to provide services in the categories and for the approximate amounts that follow:

Fees	2008	2007
Audit Fees	190,000	169,706
Audit-Related Fees	103,500	81,300
Tax Fees	8,650	27,575
All Other Fees	6,610	9,000
Total	308,760	287,581

The nature of each category of fees is described below.

Audit fees. Audit fees were paid for professional services rendered for the audit of the Fund's annual financial statements.

Audit-related fees. Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of the annual financial statements and are not reported under the audit fees item above. These services consisted primarily of quarterly review, accounting consultations and the audit of the pension plan.

Tax fees. Tax fees were paid for the review of tax returns.

All other fees. Fees paid for services other than the audit fees, audit related fees and for fees described above. These services consisted primarily of related tax services and translation services.

Additional details with respect to the Audit Committee and the above-mentioned fees can be found in section *Audit Committee Information* of the Fund's 2008 Annual Information Form dated March 19, 2009, which can be viewed at www.sedar.com.

GENERAL

The Trustees of the Fund know of no matter to come before the Meeting other than the matters referred to in the accompanying notice of the Meeting.

ADDITIONAL INFORMATION

The Fund is a reporting issuer under the securities acts of all of the provinces of Canada and is therefore required to file consolidated financial statements and information circulars with the various securities commissions and similar authorities in Canada. The Fund will also file an Annual Information Form with those securities commissions and similar authorities in Canada. The Fund will provide to any person, upon request to the Fund at the principal and head office of the Fund is located at 7213 Corder, LaSalle, Québec, Canada, H8N 2J7, the following in English and/or French:

- (i) one copy of its most recent Annual Information Form, together with one copy of any document, or the pertinent pages of any such document, incorporated by reference therein;
- (ii) one copy of the consolidated financial statements of the Fund for its most recently completed financial year, together with the accompanying report of the auditors and the management discussion and analysis thereon, contained in the Fund's 2008 Annual Report; and
- (iii) one copy of this Notice of Annual Meeting of Unitholders and Information Circular.

The Annual Information Form is available from the date of its filing with the securities commissions or similar authorities in Canada.

The above documents, as well as the Fund's news releases, are also available at www.supremex.com. Additional information relating to the Fund is also available on SEDAR at www.sedar.com.

APPROVAL OF TRUSTEES

The contents and the mailing to the Unitholders of this Information Circular have been approved by the Board of Trustees of the Fund.

Dated March 19, 2009.

BY ORDER OF THE TRUSTEES OF
SUPREMEX INCOME FUND
(signed) Gilles Cyr
President, Chief Executive Officer and Trustee of
Supremex Income Fund

SUPREMEX INCOME FUND

SCHEDULE 1 STATEMENT OF CORPORATE GOVERNANCE PRACTICES

In January 2004, CSA adopted Multilateral Instrument 52-110 – Audit Committees. Certain amendments to such instrument were subsequently adopted and are effective since June 30, 2005 (such instrument, as amended, the "CSA Audit Committee Rules"). The CSA Audit Committee Rules include requirements regarding audit committee composition and responsibilities, as well as reporting obligations with respect to audit related matters.

The CSA also adopted, effective on June 30, 2005, Multilateral Instrument 58-101 – Disclosure of Corporate Governance Practices (the "CSA Disclosure Instrument") and National Policy 58-201 – Effective Corporate Governance (the "CSA Governance Policy"). The CSA Governance Policy provides guidance on governance practices to Canadian issuers, while the CSA Disclosure Instrument requires issuers to make the prescribed disclosure regarding their governance practices. The disclosure made hereunder refers to the items of the CSA Disclosure Instrument. The Fund believes that its corporate governance practices comply with the requirements of the CSA Disclosure Instrument and the CSA Governance Policy, as reflected in the disclosure made hereunder.

The Fund's 2008 Annual Information Form, which may be obtained on request from Stéphane Lavigne or at www.sedar.com, also contains information pertaining to corporate governance.

The Fund is dedicated to enhancing its corporate governance practices on an ongoing basis in order to respond to the evolution of best practices.

Board of Trustees

Trustee Independence

The Board of Trustees has adopted standards for determining whether a Trustee is "independent" within the meaning of the CSA rules, and whether each member of the Audit Committee meets the applicable Canadian independence criteria for membership on public company audit committees. In summary, a Trustee is "independent" if the Board of Trustees determines that the Trustee is not a member of management of the Fund (including, as applicable, its subsidiaries and affiliates) and is free from any material relationship which could reasonably be expected to interfere with the Trustees' independent judgment, other than interests and relationship arising from unitholdings in the Fund.

The Compensation, Corporate Governance and Nominating Committee and the Board of Trustees participate in the determination of Trustee independence. The determinations are based on information concerning the personal, business and other relationships and dealings between the Trustees of the Fund, its subsidiaries and affiliates, collected through questionnaires completed by the Trustees. The Board has determined that a majority of the Trustees standing for election to the Board are "independent" within the meaning of the relevant CSA Disclosure Instrument, being L.G. Serge Gadbois, Georges Kobrynsky, Herbert Lukofsky and Harolde M. Savoy. The Board has determined that the Trustee nominee Gilles Cyr is not independent as he is the President and Chief Executive Officer of the Fund and the Company. The Board of Trustees has also determined that all members of the Audit Committee meet the additional Canadian independence requirements for membership on public company audit committees.

Please see "ELECTION OF TRUSTEES OF THE FUND — Trustees of the Fund" in this Information Circular for additional information relating to each Trustee standing for nomination, including other company boards on which they serve.

Independent Trustees' Meetings

The independent members of the Board of Trustees are entitled to meet without any members of the Board of Trustees who are not independent and without management present. In 2008, the Board of Trustees has not met without the Trustees who are not independent.

Independent Chair

The Board of Trustees has in place appropriate structures and procedures which ensure that the Board can function independently of management. The positions of Chief Executive Officer and Chairman of the Board are split. L.G. Serge Gadbois is the Chairman of the Board and is considered independent within the meaning of the CSA Disclosure Instrument. He is generally responsible for overseeing that the Board is carrying out its responsibilities, including overseeing that these responsibilities are carried out independently from management.

The Compensation, Corporate Governance and Nominating Committee is charged with facilitating the independent functioning of the Trustees and the Board of Directors and maintaining an effective relationship between the Trustees and the Board, on the one hand, and the senior management, on the other hand. The committee is responsible for reviewing and assessing the Trustees' and Board's relationship with management.

Trustee Attendance

The Board of Trustees and the Board of Directors held eight meetings during the year ended December 31, 2008. Overall, the combined attendance by the Trustees at the Board meetings was 97.5%. A record of attendance by Trustees at Board meetings during the financial year ended December 31, 2008 is set out under the heading "ELECTION OF TRUSTEES OF THE FUND — Meetings and Attendance" of the Information Circular.

Board Size

The Board of Trustees is currently comprised of five Trustees and the Board of Trustees is of the view that its size and composition are well suited to the circumstances of the Fund and allow for the efficient functioning of the Board as a decision-making body.

Board Mandate

The Board of Trustees has adopted a charter for itself which is reproduced under Schedule 2 to the Information Circular.

Position Descriptions

The Board of Trustees has developed written charters for itself, the Compensation, Corporate Governance and Nominating Committee and the Audit Committee. Although the Board of Trustees does not have yet written position descriptions for the Chairman of the Board or the chair of each committee of the Board of Trustees, the Board of Trustees expects the Chairman of the Board to manage the Board and ensure that the Board carries out its mandate effectively and clearly understands and respects the boundaries between

the Board and management's responsibilities. The Board of Trustees also expects the Chairman of the Board to provide leadership to enhance Board effectiveness.

The Board of Trustees expects and requires that each committee chair's key role is to manage his respective committee and ensure that the committee carries out its mandate effectively. Like the Chairman of the Board, each committee chair is expected to provide leadership to enhance committee effectiveness and must oversee the committee's discharge of its responsibilities. Committee chairs must report regularly to the Board on the businesses of their committees.

The Board has delegated to the Chief Executive Officer and management the responsibility for the day-to-day management while respecting the Fund's strategic plans, operational agenda, corporate policies and financial limits approved from time to time by the Board. The Board has developed a position description for the Chief Executive Officer.

In addition to those matters which by law must be approved by the Board, or a committee of the Board to which approval authority has been delegated by the Board, Board approval is required for all matters of policy and all actions proposed to be taken by the Fund which are not in the ordinary course of business. In particular, the Board of directors of the Company approves major capital expenditures and any transaction out of the ordinary course of business.

Orientation and Continuing Education

In addition to having extensive discussions with the Chairman of the Board and the Chief Executive Officer with respect to the business and operations of the Fund, new trustees will be provided with extensive information on the Fund's business, its strategic and operational business plans, its corporate objectives, its operating performance, its corporate governance system and its financial position. The Board is committed to ensure that any prospective candidate will fully understand the role of the Board and its committees and the contribution that individual Trustees are expected to make.

Presentations are made from time to time by management and outside consultants, including external lawyers, to the Board to educate and keep Board members informed of changes within the Fund and of regulatory and industry requirements and standards.

In addition, site visits are conducted with members of the Board of Trustees to enhance the Trustees' understanding of the Fund's business.

Ethical Business Conduct

The Company has adopted a written Code of Business Ethics and Conduct (the "Code of Ethics") which provides guidelines and expectations to ensure that the Company's commitment to conduct business with the highest degree of ethical conduct is understood and complied with.

The Code of Ethics was reproduced under Schedule 5 to the Information Circular dated March 22, 2007 prepared in connection with the 2007 annual meeting (the "2007 Information Circular") and is available at www.sedar.com. A paper copy is also available upon request from the Secretary of the Company.

The Board is responsible for monitoring compliance with the Code of Ethics. The Code of Ethics has been distributed to employees and Trustees.

The Board can and does exercise independent judgment in considering transactions and agreements in respect of which a Trustee or executive officer has a material interest. The Board monitors the disclosure

of conflicts of interest by Trustees and ensures that no Trustee will vote or participate in a discussion on a matter in respect of which such Trustee has a material interest.

The Board actively monitors compliance with the Code of Ethics and promotes a business environment where employees are encouraged to report malfeasance, irregularities and other concerns. The Board has adopted a whistleblower policy, which was reproduced under Schedule 6 of the Information Circular dated March 22, 2007 and is available at www.sedar.com, which provides for specific procedures for reporting non-compliant practices in a manner which, in the opinion of the Board, encourages and promotes a culture of ethical business conduct. The Fund has engaged an outside consultant to whom anonymous calls can be addressed to.

Nomination of Trustees

The responsibility for identifying, reviewing and recommending new candidates for nomination as Board member is delegated to the Compensation, Corporate Governance and Nominating Committee. Such committee maintains an overview of the desired size of the Board, the need for recruitment and the expected skill-set of the new candidates. The Board approves the final choice of candidates for nomination and election by the Unitholders.

The Board has established a nominating committee, namely the Compensation, Corporate Governance and Nominating Committee (the "CCGN Committee"), which is composed of Georges Kobrynsky, Herbert Lukofsky and Harolde M. Savoy, all of whom are independent. Every year, the CCGN Committee considers the competencies and skills that the Fund, as a whole, should possess. It reviews the credentials and performance of candidates proposed for election to the board, and assesses their competencies and skills. In doing so, it considers their qualifications under applicable laws, regulations and rules as well as the needs of the Fund and the talents already represented on the board. Based on its assessment of the existing strengths of the Board and the changing needs of the organization, the CCGN Committee determines the competencies, skills and personal qualities it should seek in new board members to add value to the organization.

The responsibilities, powers and operation of the CCGN Committee are set out in its charter reproduced under Schedule 3 to this Information Circular.

Assessment of Trustees

The CCGN Committee has the mandate and responsibility to ensure that a process is in place for the annual review of the performance of individual Directors, the Board as a whole, and the Board Committees. The CCGN Committee reviews and approves a performance evaluation questionnaire that is forwarded annually to the members of the Board of Directors. This questionnaire covers a wide range of issues and allows for comments and suggestions. The questionnaire covers both the Board and individual Director performance. The Chairman compiles responses to the questionnaire and, when considered necessary in the circumstances, contacts each Director to discuss the Board and Board Committee evaluations. The Chairman then reports the results to the Board of Directors. This formal Board evaluation process takes place on an annual basis.

The most recent annual evaluation showed that the Board and Committees were effectively fulfilling their responsibilities.

Compensation

The actual compensation of the Trustees and officers of the Fund, has been determined through negotiations in the context of the initial public offering of the Fund completed on March 31, 2006. Please refer to “Compensation of Trustees” and “Compensation discussion and analysis” in this Information Circular. The Board of Trustees believes that the Board members should be compensated in a form and amount which is appropriate and which is customary for comparable funds, having regard for such matters as time commitment, responsibility and trends in director compensation.

The Compensation, Corporate Governance and Nominating Committee is responsible for reviewing and recommending to the Board of Trustees the compensation of the Trustees, including annual retainer, meeting fees, and other benefits conferred upon the Trustees and any compulsory unit ownership policy for Board members and members of the senior management team, if considered appropriate.

The responsibility for reviewing the appropriate compensation for the Chief Executive Officer and senior management is delegated to the Compensation, Corporate Governance and Nominating Committee, which shall ensure that compensation policies are designed to recognize and reward performance and are in accordance with existing market standards in the industry. Executive compensation will be reviewed annually by the Compensation, Corporate Governance and Nominating Committee to ensure that base salaries are competitive relative to the industry and that bonuses reflect financial operating performance of the Company.

The Board of Trustees has established a compensation committee, namely the Compensation, Corporate Governance and Nominating Committee, which is composed of Georges Kobrynsky, Herbert Lukofsky and Harolde M. Savoy, all of whom are independent.

The responsibilities, powers and operation of the Compensation, Corporate Governance and Nominating Committee are set out in its charter reproduced under Schedule 3 to this Information Circular.

Board Committees

The Board of Trustees has two committees, the Compensation, Corporate Governance and Nominating Committee and Audit Committee has no other permanent standing committee. Their written charters can be found, respectively, at Schedules 3 and 4 of this Information Circular.

SUPREMEX INCOME FUND

SCHEDULE 2 CHARTER OF THE BOARD

PURPOSE

This charter prescribes the role of the board of trustees of Supremex Income Fund (the "Fund") and the boards of directors of Supremex Inc. (the "Corporation") (the board of trustees of the Fund and the boards of directors of the Corporation are collectively referred to herein as the "Board") This charter is subject to the provisions of the Fund's Declaration of Trust (as amended by the amended and restated Declaration of Trust dated as of March 31, 2006) and the articles of incorporation and by-laws of the Corporation and to applicable laws. This charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such Declaration of Trust, articles of incorporation and by-laws and applicable laws. The board members are elected annually by the unitholders of the Fund and together with those appointed to fill vacancies or appointed as additional board members throughout the year, collectively constitute the Board.

ROLE

The prime stewardship responsibility of the Board is to ensure the viability of the Fund and the Corporation and to ensure that it is managed in the interests of the unitholders as a whole.

The Board establishes the overall policies for the Fund and the Corporation, monitors and evaluates the Fund's and the Corporation's strategic direction, and retains plenary power for those functions not specifically delegated by it to its Committees or to management. Accordingly, in addition to the powers and authorities conferred upon the trustees in the Fund's Declaration of Trust, and to the duties of the directors of a Canadian corporation as prescribed by applicable laws, the mandate of the Board is to supervise the management of the business and affairs of the Fund and the Corporation with a view to evaluate, on an ongoing basis, whether the Fund's and the Corporation's resources are being managed in a manner consistent with enhancing unitholder value, ethical considerations and stakeholder's interests. In discharging their duties, board members must act honestly and in good faith, with a view to the best interests of the Fund and the Corporation. Board members must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

COMPOSITION

Selection

The Board shall be comprised of that number of board members as shall be determined from time to time by the Board upon recommendation of the Compensation, Corporate Governance and Nominating Committee of the Board.

The Compensation, Corporate Governance and Nominating Committee of the Board maintains an overview of the desired size of the Board, the need for recruitment and the expected skill-set of the new candidates. The Compensation, Corporate Governance and Nominating Committee reviews and recommends to the Board the candidates for nomination as board members. The Board approves the final choice of candidates for nomination and election by the unitholders.

Board members must have an appropriate mix of skills, knowledge and experience in business and an understanding of the geographical areas in which the Fund and the Corporation operate. Board members selected should be able to commit the requisite time for all of the Board's business.

Chairman and Lead Member

A Chairman of the Board shall be appointed by the Board. If the President or any senior executive of the Corporation is also the Chairman of the Board, a Lead Member to the Board shall be appointed among the Board's independent members. The Lead Member shall ensure that the Board carries its responsibilities effectively and its role and responsibilities shall be set out in a written charter.

Independence

A majority of the Board shall be composed of board members who must be determined to have no material relationship with the Fund and the Corporation and who, in the reasonable opinion of the Board, must be independent under the laws, regulations and listing requirements to which the Fund is subject.

Criteria for Board membership

Board members are expected to possess the following characteristics and traits:

- (a) demonstrate high ethical standards and integrity in their personal and professional dealings;
- (b) act honestly and in good faith with a view to the best interests of the Fund and the Corporation;
- (c) devote sufficient time to the affairs of the Fund and the Corporation and exercise care, diligence and skill in fulfilling their responsibilities both as Board members and as a Committee members;
- (d) provide independent judgment on a broad range of issues;
- (e) understand and challenge the key business plans of the Fund and the Corporation;
- (f) raise questions and issues to facilitate active and effective participation in the deliberations of the Board and of each Committee;
- (g) make all reasonable efforts to attend all Board and Committee meetings; and
- (h) review the materials provided by management in advance of the Board and Committee meetings.

Term limits and retirement age for board members

The Board has determined that neither fixed term limits nor a compulsory retirement age for board members should be established. The Board is of the view that such a policy would have the effect of forcing board members off the Board who have developed, over a period of service, increased insight into the Fund and the Corporation and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of some turnover in Board membership to provide on-going input of fresh ideas and views. The Board will therefore use the formal evaluation of its Board members every second year to consider the appropriate term limitations, if any.

COMPENSATION

The Board determines from time to time that the board members should be compensated in a form and amount which is appropriate and which is customary for comparable funds, having regard for such matters as time commitment, responsibility and trends in director compensation.

RESPONSIBILITIES

Without limiting the Board's governance obligations, general Board responsibilities shall include the following:

A. WITH RESPECT TO STRATEGIC PLANNING

- (a) Approving the Fund's and the Corporation's long-term strategy, taking into account, amongst other matters, business opportunities and risks.
- (b) Approving and monitoring the implementation of the Fund's and the Corporation's annual business plan.
- (c) Advising management on strategic issues.

B. WITH RESPECT TO HUMAN RESOURCES AND PERFORMANCE ASSESSMENT

- (a) Choosing the President and approving the appointment of other senior management executives.
- (b) Monitoring and assessing the performance of the President and of senior management and approving their compensation, taking into consideration Board expectations and fixed goals and objectives.
- (c) Monitoring management and Board succession planning process.
- (d) Monitoring the size and composition of the Board and its Committees based on competencies, skills and personal qualities sought in board members.
- (e) Approving the list of Board nominees for election by unitholders.

C. WITH RESPECT TO FINANCIAL MATTERS AND INTERNAL CONTROL

- (a) Monitoring the integrity and quality of the Fund's and the Corporation's financial statements and the appropriateness of their disclosure.
- (b) Reviewing the general content of, and the Audit Committee's report on the financial aspects of, the Fund's Annual Information Form, Annual Report, Management Proxy Information Circular, Management's Discussion and Analysis, prospectuses and any other document required to be disclosed or filed by the Fund before their public disclosure or filing with regulatory authorities.
- (c) Approving annual operating and capital budgets, the issuance of securities and, subject to the schedule of authority adopted by the Board, any transaction out of the ordinary course of business, including proposals on mergers, acquisitions or other major transactions such as investment or divestitures.
- (d) Determining distribution policies and procedures.

- (e) Taking all reasonable measures to ensure that appropriate systems are in place to identify business risks and opportunities and overseeing the implementation of processes to manage these risks and opportunities.
- (f) Monitoring the Fund's and the Corporation's internal control and management information systems.
- (g) Monitoring the Fund's and the Corporation's compliance with applicable legal and regulatory requirements.
- (h) Reviewing at least annually the Fund's communications policy and monitoring the Fund's communications with analysts, investors and the public.

D. *WITH RESPECT TO CORPORATE GOVERNANCE MATTERS*

- (a) Taking all reasonable measures to satisfy itself as to the integrity of the President and other executive officers and that management creates a culture of integrity throughout the Fund and the Corporation.
- (b) Reviewing, on a regular basis, appropriate corporate governance structures and procedures, including the identification of decisions requiring approval of the Board and, where appropriate, measures for receiving stakeholder feedback, and the adequate public disclosure thereof.
- (c) Adopting and reviewing, on a regular basis, the Fund's Code of Business Ethics and Conduct applicable to the Fund's trustees and to the directors, senior officers and other officers and employees of the Corporation and monitoring compliance with such code.

E. *WITH RESPECT TO OTHER MATTERS*

- (a) Overseeing the development and implementation, and assessing and monitoring, environmental, safety and security policies, procedures and guidelines of the Corporation.
- (b) Overseeing the Whistleblower Procedures, including in respect of financial matters.

MEETINGS

The Board will meet at least quarterly, with additional meetings scheduled as required. Each trustee has a responsibility to attend and participate in meetings of the Board. The Chairman will prepare and distribute the meeting agenda and minutes to the Board.

The meeting of the board of trustees of the Fund and meetings of the boards of directors of the Corporation will be held on the same day.

Information and materials that are important to the Board's understanding of the agenda items and related topics are distributed in advance of a meeting. The Fund and the Corporation will deliver information on the business, operations and finances of the Fund and the Corporation to the Board on an as required basis.

On the occasion of each Board meeting, non-management board members will meet in camera session under the chairmanship of the Chairman or the Lead Member, if any. Additional meetings may be held at

the request of any board member. The Chairman or Lead Member, as the case may be, will forward to the President any questions, comments or suggestions of the board members.

BOARD COMMITTEES

There are two Committees of the Board: the Audit Committee and the Compensation, Corporate Governance and Nominating Committee. The roles and responsibilities of each Committee is described in the respective Committee charters.

The Audit Committee and the Compensation, Corporate Governance and Nominating Committee shall each have at least three members who have no material relationship with the Fund and the Corporation and such members shall be otherwise independent under the laws, regulations and listing requirements to which the Fund is subject.

ADVISERS

The Board may engage outside advisors at the expense of the Fund in order to assist the Board in the performance of its duties and set and pay the compensation for such advisors.

The Board has determined that any board member who wishes to engage a non-management advisor to assist on matters involving the board member's responsibilities as a board member at the expense of the Fund should review the request with, and obtain the authorization of, the Chairman of the Board.

BOARD INTERACTION WITH THIRD PARTIES

If a third party approaches a board member on a matter of interest to the Fund or the Corporation, the board member should bring the matter to the attention of the Chairman who shall determine whether this matter should be reviewed with management or should more appropriately be dealt by the Board in camera session.

COMMUNICATION WITH THE BOARD

Unitholders and other constituencies may communicate with the Board and individual board members by contacting any one of the Chairman of the Board, the Chairman of the Audit Committee or the Chairman of the Compensation, Corporate Governance and Nominating Committee.

OTHER MATTERS

The Board expects board members, as well as officers and employees of the Corporation to act ethically at all times and to acknowledge their adherence to the policies comprising the Code of Business Ethics and Conduct (the "Code"). The Board, with the help of the Compensation, Corporate Governance and Nominating Committee, is responsible for monitoring compliance with the Code.

Board members shall disclose all actual or potential conflicts of interest and refrain from voting on matters in which the board member has a conflict of interest. In addition, the board member shall excuse himself or herself from any discussion or decision on any matter in which the board member is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

SUPREMEX INCOME FUND

SCHEDULE 3 COMPENSATION, CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSE

The Compensation, Corporate Governance and Nominating Committee is a committee of the Board of Trustees of Supremex Income Fund and the Board of Directors of Supremex Inc. (the "Corporation"). Its primary function is to assist the Board members, as well as the Trustees of Supremex Income Fund (the "Fund"), in fulfilling their applicable responsibilities to the Fund, the Corporation, the unitholder(s), the investment community and others by:

- (a) reviewing and recommending to the Board for approval the compensation of the President and other members of the senior management team;
- (b) ensuring that appropriate mechanisms are in place regarding succession planning for the position of President and other senior management positions;
- (c) reviewing corporate goals and objectives relevant to the President and other senior management positions;
- (d) administering of the Corporation's and the Fund's compensation plans for senior management and the Board, including the Management Profit Sharing Plan (the "MPSP"), any other unit plans, outside Directors' compensation plans, including any unit ownership policy for Board members and members of the senior management team, and such other compensation plans or structures as are adopted by the Corporation from time-to-time;
- (e) assessing the effectiveness of the Board as a whole as well as discussing the contribution of individual members, with a formal evaluation of the Board to take place every second year;
- (f) periodically assessing the Corporation's and the Fund's governance;
- (g) proposing new nominees for appointment to the Board or Trustees where applicable;
- (h) orienting new Directors and Trustees; and
- (i) administering of the Code of Business Ethics and Conduct.

COMPOSITION AND MEETINGS

1. The Committee should be comprised of such members as are determined by the Board, all of whom should be free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Committee and each of whom should be (or should become within a reasonable period of time after appointment) familiar with corporate governance practices.

2. The members of the Committee and its Chairman shall be elected by the Board on an annual basis, or until their successors are duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee Membership.
3. The Committee should meet at least once per annum or more frequently as circumstances require. The Committee may ask members of Management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role. In addition, the Committee may retain the services of outside compensation specialists or other experts to the extent required.
4. A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.
5. Meetings of the Committee shall be held from time to time as any member of the Committee shall determine upon 48 hours notice to each of members. The notice period may be waived by all members of the Committee. Each of the Chairman of the Board, the Chief Executive Officer, the President, the Chief Financial Officer or the Secretary shall be entitled to request that any member of the Committee call a meeting.

ROLE

The Committee should:

1. Determine any desired agenda items.
2. Review this Charter on an annual basis and recommend to the Board changes to this Charter, as considered appropriate from time to time.
3. Summarize in the Corporation's annual report the Committee's composition and activities.
4. Submit the minutes of all meetings of the Committee to the Board.

Review of Compensation

1. Review the senior management and Board compensation policies and/or practices followed by the Corporation and/or the Fund and seek to ensure such policies are designed to recognize and reward performance and establish a compensation framework, which is industry competitive and which results in the creation of shareholder/unitholder value over the long-term (*i.e.*, management and Board incentives are aligned with owners' gains).
2. Seek to ensure that base salaries are competitive relative to the industry and that bonuses, if any, reflect individual performance in the context of the overall performance of the Corporation/Fund. Overall performance should be measured by issues such as profitability, unit price, distributions and initiatives being undertaken in the year, which should provide future shareholder/unitholder benefit. Participation in the MPSP should reflect the level of responsibility and level of contribution of senior managers within the Corporation.

Report on Executive Compensation

1. The Committee shall prepare a report on Executive Compensation on an annual basis in connection with the preparation of the annual proxy circular or as otherwise required pursuant to applicable securities laws.
2. The Report on Executive Compensation should describe the process undertaken by the Committee and should speak to the weighting factors and target levels set out in the determination of the Executive's compensation. Where there are no clearly pre-established targets or payout ranges, the Report on Executive Compensation should clearly indicate this fact.

Compensation of the Board

1. The Committee is responsible for reviewing and recommending to the Board the compensation of the Board /Trustees, including annual retainer, meeting fees and other benefits conferred upon the Directors/Trustees and any compulsory unit ownership policy for Board members and members of the senior management team, if considered appropriate.

Reporting Process

1. The Committee's role is to review and submit to the Board as a whole, recommendations concerning executive compensation and compensation plan matters. Unless such matters are delegated, the Committee shall only make recommendations to the Board for their consideration and approval, if appropriate. The Board will have the responsibility to instruct management to implement the Board's directives.

Governance

1. The Committee should review, on a periodic basis, the size and composition of the Board and ensure that an appropriate number of independent members sit on the Board.
2. The Committee should facilitate the independent functioning and seek to maintain an effective relationship between the Board and senior management of the Corporation.
3. The Committee should assess the effectiveness of the Chairman of the Board.
4. The Committee should assess, at least annually, the effectiveness of the Board as a whole, Committees of the Board and the contribution and qualification of individual Directors, including making recommendations where appropriate that a sitting Director be removed or not re-appointed.

Nominating Responsibilities

1. The Committee should, as necessary or appropriate, establish qualifications for Directors/Trustees and procedures for identifying possible nominees who meet these criteria.
2. The Committee should provide orientation or information as requested to new Directors/Trustees.
3. The Committee should analyze the needs of the Board when vacancies arise on the Board and identify and recommend nominees who meet such needs.

Reporting

1. The Committee should review with the Board the Committee's judgment as to the quality of the Corporation's/Fund's governance and suggest changes to the Corporation's/Fund's operating governance guidelines as determined appropriate.
2. The Committee should record minutes of its meetings and submit those to the whole Board on a timely basis.

General

1. Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Corporation's or the Fund's compliance with applicable laws or regulations.
2. The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's shareholders or the Fund's unitholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Corporation or the Fund or other liability whatsoever.

SUPREMEX INCOME FUND
SCHEDULE 4
AUDIT COMMITTEE CHARTER

Section 1 Role and Purpose

The Audit Committee (sometimes referred to herein as the "**Committee**") is a committee of the Board of Supremex Inc. (the "**Corporation**") as well as the Trustees of Supremex Income Fund (the "**Fund**"). The primary function of the Audit Committee is to assist the Board members and the Trustees in fulfilling their roles by:

- (a) recommending to the Board the appointment and compensation of the external auditor;
- (b) overseeing the work of the external auditor, including the resolution of any issues between the external auditor and management;
- (c) pre-approving all non-audit services (or delegating such pre-approval if and to the extent permitted by law) to be provided to the Fund or its subsidiaries by the external auditor;
- (d) reviewing and recommending the approval of the annual and interim financial statements, related management discussion and analysis ("**MD&A**"), and annual and interim earnings press releases before such information is publicly disclosed;
- (e) ensuring that adequate procedures are in place for the review of the Fund's public disclosure of financial information, other than those described in (d) above, extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures; and
- (f) reviewing and approving any proposed hiring of current or former partner or employee of the current and former auditor of the Fund or its subsidiaries.

The Audit Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in this Charter. However, it is not the duty of the Committee to prepare financial statements, to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles ("**GAAP**"), to conduct investigations, or to assure compliance with laws and regulations or the Fund's or the Corporation's internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor, as the case may be.

Section 2 Composition of the Committee and Meetings

- (1) The Audit Committee must be constituted as required under Multilateral Instrument 52-110, as it may be amended from time to time ("**MI 52-110**").
- (2) The Committee should be comprised of such members as are determined by the Board, all of whom should be independent members Directors (as defined by MI 52-110), and free from any relationship that, in the view of the Board, could be reasonably expected to

interfere with the exercise of his or her independent judgment as a member of the Committee.

- (3) All members of the Committee must (except to the extent permitted by MI 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Fund's financial statements).
- (4) The members of the Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.
- (5) Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee on ceasing to be a Trustee. The Board may fill vacancies on the Audit Committee by election from among the Board. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all of its powers so long as a quorum remains.
- (6) The Committee shall meet at least four times annually, or more frequently as circumstances require.
- (7) The Committee Chair may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Fund with senior employees, officers and the external auditor of the Fund or the Corporation, and others as they consider appropriate.
- (8) In order to foster open communication, the Committee or its Chair shall meet at least quarterly with management and the external auditor in separate sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee or its Chair should meet with management quarterly in connection with the Fund's interim financial statements.
- (9) Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall determine by resolution.
- (10) Meetings of the Audit Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee. Each of the Chairman of the Board and the external auditor, and the President and Chief Executive Officer and the Vice President, Chief Financial Officer and Corporate Secretary of the Corporation, shall be entitled to request that any member of the Committee call a meeting.
- (11) The Committee shall determine any desired agenda items.

Section 3 Activities

The Audit Committee shall, in addition to the matters described in Section 1:

- (1) Review on an annual basis and recommend to the Board changes to this Charter as considered appropriate from time to time.
- (2) Review the public disclosure regarding the Audit Committee required by MI 52-110.
- (3) Review and discuss, on an annual basis, with the external auditor all significant relationships they have with the Fund and the Corporation to assess their independence.
- (4) Review the performance of the external auditor and any proposed discharge of the external auditor when circumstances warrant.
- (5) Periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.
- (6) Arrange for the external auditor to be available to the Committee and the Board as needed.
- (7) Review the integrity of the financial reporting processes, both internal and external, in consultation with the external auditor.
- (8) Consider the external auditor's judgments about the quality, transparency and appropriateness, not just the acceptability, of the Fund's and/or the Corporation's accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its accounting principles and underlying estimates, and whether those principles are common practices or are minority practices.
- (9) Review all material balance sheet issues, material contingent obligations (including those associated with material acquisitions or dispositions) and material related party transactions.
- (10) Consider proposed major changes to the Fund's and/or the Corporation's accounting principles and practices.
- (11) If considered appropriate, establish separate systems of reporting to the Committee by each of management and the external auditor.
- (12) Review the scope and plans of the external auditor's audit and reviews. The Committee may authorize the external auditor to perform supplemental reviews or audits as the Committee may deem desirable.
- (13) Periodically consider the need for an internal audit function, if not present.

- (14) Following completion of the annual audit and, if applicable, quarterly reviews, review separately with each of management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.
- (15) Review with the external auditor and management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.
- (16) Review activities, organizational structure and qualifications of the chief financial officer and the staff in the financial reporting area and see to it that matters related to succession planning are raised for consideration by the Board.
- (17) Review management's program of risk assessment and steps taken to address significant risks or exposures of all types, including insurance coverage and tax compliance.
- (18) Establish procedures for: the receipt, retention and treatment of complaints received by the Fund regarding accounting, internal accounting controls or auditing matters; and the confidential, anonymous submission by the Fund or the Corporation employees of concerns regarding questionable accounting or auditing matters.

Section 4 General Matters

- (1) The Committee is authorized to retain independent counsel, accountants, consultants and any other professionals ("Advisors") it deems necessary to carry out its duties, and the Committee shall have the authority to determine the compensation of and to cause the Fund or the Corporation to pay any such Advisors.
- (2) The Committee is authorized to communicate directly with the external (and, if applicable, internal) auditors as it sees fit.
- (3) If considered appropriated by it, the Committee is authorized to conduct or authorize investigations into any matters within the Committee's scope of responsibilities, and to perform any other activities as the Committee deems necessary or appropriate.
- (4) Notwithstanding the foregoing and subject to applicable law, the Committee shall not be responsible for preparing financial statements, for planning or conducting internal or external audits or for determining that the Fund's and/or the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, as these are the responsibility of management and in certain cases the external auditor, as the case may be. Nothing contained in this Charter is intended to make the Committee liable for any non-compliance by the Fund or the Corporation with applicable laws or regulations.
- (5) The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Fund's and/or the Corporation's shareholders or the Fund's unitholders for any purpose whatsoever. The Board may, from time to time, permit departures from the

terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Corporation or the Fund or to any other liability whatsoever.