



**WESTSHORE TERMINALS INVESTMENT
CORPORATION**

**ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

to be held Tuesday, June 20, 2017
9:00 a.m. (Vancouver time)

Hyatt Regency Vancouver
655 Burrard Street
Vancouver, BC

Grouse Room
Perspectives Level - 34th Floor

**MANAGEMENT INFORMATION CIRCULAR
AND PROXY STATEMENT
DATED MAY 10, 2017**



WESTSHORE TERMINALS INVESTMENT CORPORATION

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting of the holders of common shares (“**Shares**”) of Westshore Terminals Investment Corporation (the “**Corporation**”) will be held in the Grouse Room at the Hyatt Regency Vancouver, Vancouver, B.C. on **Tuesday, June 20, 2017 at 9:00 a.m.** (Vancouver time) for the following purposes:

- (a) to receive the report of the directors of the Corporation;
- (b) to elect seven directors for the ensuing year;
- (c) to appoint KPMG LLP as auditor of the Corporation for the ensuing year;
- (d) to transact such other business as may properly come before the Meeting or any adjournment thereof.

DATED at Vancouver, British Columbia on May 10, 2017.

By Order of the Directors of the Corporation

(Signed) “*Nick Desmarais*”

Nick Desmarais

Secretary & Vice President of Corporate Development

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are requested to complete, sign, date and deliver the enclosed form of proxy to the attention of Proxy Department, Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, at any time up to and including 9:00 a.m. (Vancouver time) on June 16, 2017. Further instructions with respect to voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

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SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the directors of Westshore Terminals Investment Corporation (the “**Corporation**”) to be used at the Annual General Meeting (the “**Meeting**”) of the shareholders of the Corporation (each, a “**Shareholder**” and collectively the “**Shareholders**”), which is to be held at 9:00 a.m. (Vancouver time) on Tuesday, June 20, 2017 at the place and for the purposes set out in the accompanying Notice of Meeting and in this Information Circular. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, email, facsimile or oral communication by the directors, officers and employees of the Corporation and its subsidiaries, for no additional compensation. The cost of the solicitation of proxies will be borne by the Corporation.

VOTING OF PROXIES AND APPOINTMENT OF PROXY HOLDER

The form of proxy accompanying this Information Circular confers discretionary authority upon the proxy nominees with respect to any amendments or variations to matters identified in the Notice of Meeting or any other matters which may properly come before the Meeting. On any ballot or poll, the common shares of the Corporation (the “**Shares**”) represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder as specified in the proxy with respect to any matter to be voted on. **If a choice is not so specified with respect to any such matter, the proxy holder shall be deemed to have been granted the authority to vote the relevant Shares in accordance with the recommendation of Management, which is: (a) for the election of the directors named in the proxy and (b) for the appointment of KPMG LLP as the auditor.**

A registered Shareholder desiring to appoint a person other than those designated on the enclosed form of proxy to represent him or her at the Meeting may do so by inserting the name of the appointed representative (who need not be a Shareholder) in the blank space provided in the form of proxy. Proxies must be received at the offices of Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, at any time up to including 9:00 a.m. (Vancouver time) on June 16, 2017.

REVOCAION OF PROXIES

Proxies are revocable. Subject to compliance with the requirements of the following paragraph, the giving of a proxy will not affect the right of a Shareholder to attend and vote in person at the Meeting.

A Shareholder or intermediary giving a proxy may revoke the proxy by instrument in writing executed by the Shareholder or intermediary, or by his attorney authorized in writing or, if the Shareholder or intermediary is a corporation, by an officer or attorney thereof duly authorized. The revocation of a proxy must be deposited at the offices of Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, 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.

VOTING OF SHARES AND PRINCIPAL SHAREHOLDERS

Voting of Shares

Each Share entitles the holder thereof to one vote on all matters to come before the Meeting. Only holders of record of Shares as of the close of business on May 9, 2017 (the “**Record Date**”) are entitled to receive notice of the Meeting. As of the Record Date, there were 73,206,454 issued and outstanding Shares. A Shareholder of record on the Record Date will be entitled to vote the Shares shown opposite

his or her name on the Corporation's register of Shareholders at the Meeting or any adjournment thereof, even if the Shareholder disposes of the Shares after that time. **No person becoming a Shareholder after the Record Date will be entitled to vote at the Meeting or any adjournment thereof.**

Information for Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Shares in their own names. Shareholders who do not hold their Shares in their own names (referred to below as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares can be recognized and acted upon at the Meeting.

If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered under the name of the broker or an agent of a broker. In Canada, most of the Shares are registered under the names of CDS & Co. (the registration name for the Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms) or other nominees. Shares held by brokers or their nominees can only be voted (for or against resolutions) or withheld from voting upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Shares on behalf of their clients. **The Corporation does not know for whose benefit most of the Shares registered in the names of CDS & Co. or other nominees are held. Therefore, Beneficial Shareholders cannot be recognized at the Meeting for the purpose of voting their Shares in person or by way of proxy.**

Applicable regulatory policies require intermediaries and brokers to seek voting instructions from Beneficial Shareholders in advance of meetings. Every intermediary and broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to that provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically applies a special sticker to the proxy forms or, alternatively, prepares a separate "voting instruction" form, mails those forms to the Beneficial Shareholders and asks Shareholders to return to Broadridge the proxy or voting instruction forms. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it, or a voting instruction form, cannot use that proxy or form to vote Shares directly at the Meeting. Instead, the proxy or form must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted.

IF YOU ARE A BENEFICIAL SHAREHOLDER AND WISH TO VOTE IN PERSON AT THE MEETING, PLEASE CONTACT YOUR BROKER OR AGENT WELL IN ADVANCE OF THE MEETING TO DETERMINE HOW YOU CAN DO SO.

Principal Shareholders

To the knowledge of the directors of the Corporation, the following beneficially owns, or controls or directs, directly or indirectly, more than 10% of the voting rights attached to the issued and outstanding Shares:

James A. Pattison – 21,568,700 (29.46%)⁽¹⁾

⁽¹⁾ James A. Pattison holds Shares indirectly through certain wholly owned companies.

At the Record Date, CDS & Co. held in aggregate 73,142,528 Shares. Other than as disclosed above, the directors have no knowledge as to any other beneficial holders of the Shares held by CDS & Co. which are 10% or more of the outstanding Shares.

ELECTION OF DIRECTORS

The number of directors to be elected to the Board of Directors at the Meeting is seven. All directors elected at the Meeting will hold office until the next annual general meeting of Shareholders or until their successors are duly elected or appointed.

The Corporation proposes to nominate for election as directors at the Meeting the persons listed in the table below. All proposed nominees have consented to be named in this Information Circular and to serve as directors if elected. The Corporation has no reason to believe that any proposed nominee will be unable to continue to serve as a director, but should any such nominee become unable to do so for any reason prior to the Meeting, the persons named in the enclosed form of proxy, unless directed to withhold from voting, will have the discretion to vote for another nominee.

On March 19, 2013, the Board of Directors approved an advance notice policy (the “**Policy**”) subsequently ratified, confirmed and approved by Shareholders which includes a provision that with some exceptions requires advance notice to the Corporation in circumstances where nominations of persons for election to the Board of Directors are made by shareholders of the Corporation. The Policy fixes a deadline by which holders of record of Shares must submit director nominations to the Secretary of the Corporation prior to any meeting of Shareholders and sets forth the specific information that a shareholder must include in the written notice to the Secretary of the Corporation for an effective nomination to occur. No person will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Policy. In the case of an annual general meeting of Shareholders, notice to the Corporation must be made not less than 30 nor more than 65 days prior to the date of the annual general meeting. A copy of the Policy may be obtained under the Corporation’s profile on SEDAR at www.sedar.com.

The following table sets forth the name and principal occupation for each proposed nominee for election as director, including principal occupations during the past five years. In addition, the table shows the date on which each proposed nominee first became a trustee of the Corporation’s predecessor, Westshore Terminals Income Fund (the “**Fund**”), if applicable, and the number of Shares that each proposed nominee beneficially owns, or controls or directs, directly or indirectly, as of May 10, 2017.

Name and Province and Country of Residence	Principal Occupation⁽¹⁾	Director Since⁽²⁾	Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly
M. DALLAS H. ROSS B.C., Canada	Partner, Kinetic Capital Partners	December 1996	12,000
WILLIAM W. STINSON B.C., Canada	Corporate Director	January 1997	53,401
MICHAEL J. KORENBERG⁽³⁾ B.C., Canada	Managing Directors, Wreath Group Holdings Inc. (a private investment and M&A advisory firm) Chairman, Canfor Corporation and Canfor Pulp Products Inc.	September 2001	10,000
BRIAN CANFIELD⁽³⁾ WA, USA	Corporate Director	June 2012	7,100
DOUG SOUTER B.C., CANADA	Corporate Director	September 2012	5,300
GLEN CLARK B.C., CANADA	President, The Jim Pattison Group	September 2013	2,000
H. CLARK HOLLANDS⁽³⁾ B.C., CANADA	Private Investor	Proposed nominee	NIL

NOTES:

- (1) The information as to principal occupation and Shares beneficially owned is not within the knowledge of the administrator of the Corporation and has been furnished by the respective nominees. Each of the foregoing persons has been engaged in the occupation set forth above or similar occupations with the same employer for the last five years, with the exception of Mr. Korenberg, who until December 31, 2015 was a Director, Deputy, Chairman and Managing Director at the Jim Pattison Group.
- (2) Each nominee, other than Mr. Canfield, Mr. Souter, Mr. Clark and Mr. Holland was a trustee of the Fund from the date given, and has served as a director of the Corporation since September 29, 2010.
- (3) Member of the Audit Committee. In the case of Mr. Hollands, on election it is expected he will be elected as Chair of the Audit Committee.

Director Name	Meeting Attendance
M. DALLAS H. ROSS	Board Meeting : 7 of 7 Audit Committee: N/A
WILLIAM W. STINSON	Board Meeting: 7 of 7 Audit Committee: N/A
MICHAEL J. KORENBERG	Board Meeting; 7 of 7 Audit Committee: 5 of 5
BRIAN CANFIELD	Board Meeting 7 of 7 Audit Committee: 5 of 5
DOUG SOUTER	Board Meeting: 7 of 7 Audit Committee: N/A
GLEN CLARK	Board Meeting: 7 of 7 Audit Committee: N/A

All nominees also serve on the Board of Directors of Westshore Terminals Ltd. (the “**General Partner**”) being the general partner of Westshore Terminals Limited Partnership (“**Westshore LP**”). Mr. Stinson serves as the Chief Executive Officer (“**CEO**”) of the Corporation and the President of the General Partner. Mr. Ross serves as the Chief Financial Officer (“**CFO**”) of the Corporation. The Corporation does not have an executive committee. All existing directors have participated in the review and approval of the Corporation’s 2016 Annual Report (including the review and approval of the audited financial statements of the Corporation) and discussions with external auditors concerning the preparation of the audited financial statements.

Certain of the proposed directors serve as directors of other reporting issuers as follows: Mr. Stinson is a director of Canfor Corporation and Canfor Pulp Products Inc.; Mr. Korenberg is Chairman and a director of Canfor Corporation and Canfor Pulp Products Inc.; Mr. Ross is a director of Rogers Sugar Inc.; Mr. Clark serves as a director of Canfor Corporation; and Mr. Hollands is a director of Just Energy Group Inc. and Royalty North Partners Ltd.

To the best of management’s knowledge, except as disclosed below, no proposed director is, or has been within the last ten years, 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 or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

Mr. Stinson was a director of Grant Forest Products Inc. (“GFP”) until June, 2010. On June 25, 2009, GFP obtained creditor protection from the Ontario Superior court under the *Company Creditors Agreement Act* (Canada) (“CCAA”). On September 20, 2013, GFP was adjudged bankrupt by order of the Ontario Superior Court.

Mr. Ross was asked to join the Board of Directors of Catalyst Paper Corporation in May 2010 to assist in the possible restructuring of the Company. The Company subsequently filed for CCAA protection in January 2012, reorganized its financial affairs significantly over a number of months and then successfully emerged from CCAA in September 2012 at which time a new Board representing the post recapitalization stakeholders was appointed.

To the best of management’s knowledge, no proposed director has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

The Board of Directors has adopted a policy (“Majority Voting Policy”) that requires any nominee for election as a director who receives a greater number of votes “withheld” than votes “for” to tender his resignation to the Board of Directors promptly following the Meeting, to be effective on acceptance by the Board of Directors. The Board of Directors will make its final decision with respect to any such resignation and announce the decision in a news release within 90 days following the Meeting. A director who so tendered his resignation would not participate in any deliberations of the Board relating thereto. The Majority Voting Policy does not apply if there is a contested director election.

MANAGEMENT AND ADMINISTRATION AGREEMENTS

Pursuant to the management agreement (the “**Management Agreement**”) between Westshore LP and Westar Management Ltd. (the “Manager”), the Manager provides management services to the General Partner and Westshore LP. The Manager is a subsidiary of Jim Pattison Ltd. Companies in the Jim Pattison Group have provided management services to Westshore LP and its predecessors since 1993, resulting in the Manager having an intimate knowledge of the business of Westshore LP. Operating management located at Westshore LP’s coal loading facility at Roberts Bank, B.C. (the “Terminal”) is responsible for day to day operation of the Terminal and ongoing customer relationships which are the basis of Westshore’s business. The Manager provides supervision, strategic advice and consultation from the Manager’s senior executives concerning business planning, support, guidance and policy making, and general management services. Specific functions in which the Manager participates include:

- (a) providing accounting and financial services, including negotiating banking and financing arrangements for Westshore LP, and treasury functions;
- (b) assisting in the preparation of financial statements and other financial reports, and assisting with tax matters; the Manager’s personnel take the lead in preparing financial statements required for securities law compliance and related disclosures;
- (c) assisting as needed in negotiations with third parties, including the Vancouver Fraser Port Authority and Westshore LP’s customers, with respect to contractual matters;

- (d) arranging external professional or non-professional services;
- (e) assisting in providing human resources and staffing services with respect to Westshore LP's senior management personnel;
- (f) advising on major capital projects;
- (g) advising on, participating in negotiations concerning and assisting in acquisition prospects;
- (h) managing litigation and legal services furnished by independent counsel; and
- (i) administering Westshore LP's pension plans.

The Management Agreement runs to 2024 and provides for renewal for successive periods of five years each unless the directors of the General Partner give notice of non-renewal at least 12 months before the end of the relevant term. The Management Agreement may be terminated by the General Partner during the term in certain circumstances including:

- (a) a material breach by the Manager of its obligations;
- (b) a substantial deterioration in Westshore LP's business not caused by a *force majeure* event (followed by a special vote of Shareholders in favour of termination);
- (c) the bankruptcy or insolvency of the Manager; and
- (d) a reduction of the direct or indirect ownership of the voting and equity securities of the Manager below 33 $\frac{1}{3}$ % by Mr. James A. Pattison, his estate or the Jim Pattison Foundation.

Compensation paid to the Manager consists of a base fee and a formula-based incentive fee. Westshore paid the Manager a base fee of \$1,500,000 for 2016, and will pay \$1,545,000 for 2017 and for each year thereafter the previous year's fee escalated at 3% annually. The incentive fee remains subject to an annual cap (previously \$5 million annually) which has risen by increments to \$7.5 million in 2017 and will remain constant for the balance of the term of the Management Agreement. The incentive fee paid for the year ended December 31, 2016 was \$5,197,000.

ADMINISTRATION AGREEMENT

Pursuant to an administration agreement (the "**Administration Agreement**"), the Manager acts as administrator for the Corporation. The Manager is paid an annual administration fee and reimbursed for certain out-of-pocket costs. If the costs of administering the Corporation exceed \$400,000 in any year, the Manager will also be reimbursed for such excess. In 2016, the Manager was paid a total of \$500,000 (excluding GST) for administrative services, which will increase annually by 3% per annum. The Administration Agreement is terminable on 180 days' notice, or immediately in the event of termination of the Management Agreement, winding-up of the Corporation, the insolvency or receivership of the Manager, or default by the Manager in the performance of any material obligation which is not remedied within 30 days.

Except as set out above, no other compensation is paid or payable to the Manager from the Corporation or any subsidiary of the Corporation.

The Manager's address is Suite 1800 – 1067 West Cordova Street, Vancouver, British Columbia V6C 1C7.

GOVERNANCE AGREEMENT

Under the terms of the Governance Agreement, the Manager is entitled to appoint three directors to the General Partner's Board of Directors, with the Corporation being entitled to appoint the other directors, who will be, unless the Manager agrees otherwise, directors of the Corporation. The Articles of the General Partner provide that the number of directors is fixed at seven. The Governance Agreement will remain in force for so long as the Management Agreement remains in force. The Manager's nominees for 2016, pursuant to the terms of Governance Agreement, are Glen Clark, Michael Korenberg and Doug Souter. As noted above, the directors of the General Partner are also the directors of the Corporation.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation does not carry on any active business. The Corporation pays dividends to Shareholders, and derives its cash inflows from its investment in Westshore LP by way of distributions on Westshore LP's limited partnership units after the deduction of taxes, operating expenses and any interest paid by the Corporation. Pursuant to the Management Agreement, the Manager has substantial responsibilities for oversight of the management of the business of Westshore LP. Among other things, the Manager has accepted sole responsibility for the appointment and assessment of the performance of the Vice President and General Manager of Westshore LP and settling the terms and conditions of his employment.

Other than Mr. Stinson and Mr. Ross, all of the directors are independent (within the meaning given in section 1.4 of National Instrument 52-110 – *Audit Committees*). By reason of a combination of factors, including the role of the Manager, the single operation of the Corporation and its subsidiaries, and the small number of directors, it has not been necessary to function through a committee structure. The directors collectively discharge the functions that would otherwise be discharged by an executive committee. Three of the seven directors serve on the Audit Committee.

The Directors

All of the directors of the Corporation are independent, except for Mr. Stinson, who serves as the Chairman and CEO of the Corporation, and Mr. Ross, who serves as the CFO of the Corporation. Mr. Stinson also serves as President of the General Partner, and does so for no additional remuneration as he does not take part in the day-to-day management of the General Partner, which is managed by the Manager. The directors do not consider it necessary to have separate meetings without Mr. Stinson and Mr. Ross present. The Board of Directors is able at any time to discuss in person or by telephone any matters that they would like to discuss without representatives of the Manager or operating management of the Terminal present. The Board as a whole is responsible for oversight of adherence to the Corporation's corporate governance practices described herein.

The Chairman of the Board of Directors is not independent, since he is the CEO of the Corporation. The directors believe that holding both positions does not impair the Chairman's ability to provide leadership to the independent directors.

Position Descriptions

Management of the General Partner is provided by the Manager pursuant to the Management Agreement that sets out the role and responsibilities of the Manager and the services to be provided by the

Manager to the General Partner, resulting in a more limited role for the CEO and the Board of the Corporation than is customary. Accordingly, the Board of Directors and the CEO of the Corporation have not developed a written position description for the CEO as they have determined that such a written description is not necessary. Similarly, the directors have concluded that a written Board of Directors mandate is unnecessary. The Board of Directors has not developed formal written position descriptions for the Chairman of the Board of Directors or the Chairman of the Audit Committee. The Audit Committee charter, which has been filed as part of the Corporation's Annual Information Form, sets out the specific responsibilities of the Chairman of the Audit Committee and of the Audit Committee.

Orientation and Continuing Education

All of the existing directors have considerable experience acting as directors of reporting issuers and private companies. When any new directors are appointed, they receive appropriate orientation. From time to time, the directors receive from the Manager or the Corporation's external advisers briefings on developments in accounting, auditing, legal and regulatory matters and with respect to their duties as directors of a corporation and a reporting issuer.

Ethical Business Conduct

The directors have concluded that it is not necessary for the Corporation to adopt a code of business conduct and ethics. The General Partner has a written Whistleblower Policy and follows the ethics and conduct policies of the Manager. The directors as a whole monitor the directors' compliance with the *Business Corporations Act* (British Columbia) ("**BCBCA**") and the Articles of the Corporation. The Manager monitors ethics and conduct of senior management personnel of Westshore LP, who in turn monitor ethics and conduct of other personnel.

No material change report has been filed since the beginning of the most recently completed financial year of the Corporation that pertains to any conduct of a director, director or executive officer that constitutes a departure from the terms of the BCBCA or Articles, or from the Whistleblower Policy.

With the exception of Mr. Clark, who is an employee of an affiliate of the Manager, none of the directors is associated with any entity which has contractual dealings with the Corporation or Westshore LP. The single operation and limited number of customers and suppliers of Westshore LP make it unlikely that conflicts of interest will arise. The Manager's compensation is formula based, so in the normal course no matters arise which require the directors to make discretionary decisions in relation to the Manager. If a director or senior officer should hold any office or possess any property, right or interest that could result, directly or indirectly in the creation of a duty or interest that materially conflicts with the individual's duty as a director or senior officer, they must disclose the nature and extent of the conflict as required by the BCBCA.

The Corporation has in place a corporate disclosure policy covering timely dissemination of material information. The policy establishes guidelines relating to how material information is disclosed, responsibilities of officers, avoidance of selective disclosure, and blackout periods. The Corporation also communicates through the dissemination of continuous disclosure materials such as annual and quarterly reports, news releases and its Annual Information Form.

Nomination of Directors

Five of the seven directors are independent. By convention, and in accordance with the Governance Agreement, the persons nominated for election as directors of the Corporation are the same persons who are directors of the General Partner, three of whom are nominated by the Manager in accordance with the

Governance Agreement. With respect to the other four directors and their possible replacement, the functions that would otherwise be performed by a nominating committee are performed by the Board as a whole.

Compensation

The remuneration of senior management of Westshore LP (which excludes Messrs, Stinson and Ross) is fixed by the Manager, and for other employees of Westshore LP by senior management of Westshore LP. The Manager's compensation is fixed by the Management Agreement. The only compensation matters dealt with by the directors are the compensation of the directors and of the CEO and CFO, which are evaluated in light of the responsibilities and obligations of directors and such officers, time spent preparing for and participating in meetings of the directors or on other Corporation business, and compensation payable to directors or officers of other reporting issuers. See "Compensation of Directors and Executive Officers".

Other Board Committees

The Corporation does not have any standing committees other than the Audit Committee.

Assessments

The directors have determined that it is unnecessary to adopt a formal process for assessing the Board of Directors, the Audit Committee and individual directors.

Board Composition

Four of the seven directors (including the proposed nominee Mr. Hollands) of the Corporation have served for five years or less. Between 2012 and 2013, the size of the Board of Directors was increased from five to seven, with two new directors appointed and elected, in addition to Mr. Canfield's election for the first time in 2012, and Mr. Hollands as a proposed nominee for election at this meeting. Mr. Stinson and Mr. Ross are respectively the Chief Executive Officer and Chief Financial Officer of the Corporation. It is expected that their position as director would be reconsidered when they cease to hold their respective offices. In view of these factors and the small size of the Board, the Corporation considers that it is not necessary at this time to adopt formal mechanisms pertaining to Board renewal, or to adopt a written policy pertaining to the identification and nomination of directors, for the purpose of promoting board diversity or otherwise.

Since the Corporation has only two executive officers, who both serve on a part-time basis, appointments of executive officers are a rare occurrence and no change is expected in the near future. Accordingly, the Corporation does not consider it necessary to have a formal policy concerning the appointment of executive officers, for the purpose of promoting diversity or otherwise.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Each director of the Corporation (excluding Mr. Clark) receives an annual fee of \$75,000 (payable in quarterly installments), with no per-meeting fees. Additional annual fees are paid as follows: the Chairman/CEO receives \$40,000; the CFO receives \$25,000; the Chair of the Audit Committee receives \$20,000; and Audit Committee members (excluding the Chair) receive \$10,000. Each director is compensated for all reasonable out-of-pocket expenses incurred incidental to attending a directors' meeting. None of the directors or executive officers receives any other form of compensation from the

Corporation or any subsidiary. None of the directors of the Corporation has been indebted to the Corporation or to its subsidiaries at any time.

As a result of the continuing management services provided to the General Partner and Westshore LP by the Manager, it is not necessary that the functions of the CEO and the CFO be undertaken by such individuals on a full-time basis. The compensation of the CEO and CFO is designed to reward the time and effort they put into their positions. Their compensation is not related in any way to the performance and results of the Corporation. Neither Mr. Stinson nor Mr. Ross receives any other compensation in respect of their service as CEO and CFO. Each receives directors' fees as described above. During the year ended December 31, 2016, Mr. Stinson received aggregate fees as a director of the Corporation, Chairman and CEO of \$127,000. During the year ended December 31, 2016, Mr. Ross received aggregate fees as a director of the Corporation and CFO of \$112,000.

The Corporation does not have an option or long term incentive plan for directors or executive officers. No director, officer or employee of the Corporation or any of its subsidiaries receives any stock options or other stock based compensation. Accordingly provisions for claw-back and similar measures with respect to stock based compensation programs are unnecessary.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the commencement of the most recently completed financial year of the Corporation, no informed person of the Corporation, nor any person proposed to be appointed as a director of the Corporation nor any associate or affiliate of any such informed person or any proposed director has had any material interest in any transaction or proposed transaction which has materially affected or would materially affect the Corporation or Westshore LP, other than in respect of payments pursuant to the Administration Agreement and the Management Agreement referred to herein.

APPOINTMENT OF AUDITOR

The directors of the Corporation propose to nominate KPMG LLP, Chartered Accountants, to serve as auditor of the Corporation until the next annual general meeting of the shareholders. The remuneration of the auditor is fixed by the directors.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

The directors of the Corporation know of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may also obtain copies of the financial statements of the Corporation and management's discussion and analysis upon request to the Secretary of the Corporation at Suite 1800 – 1067 West Cordova Street, Vancouver, British Columbia V6C 1C7. Financial information is provided in the comparative financial statements and management's discussion and analysis for the most recently completed financial year.

APPROVAL OF DIRECTORS

The contents of this Information Circular and the sending, communication or delivery thereof to Shareholders have been approved and authorized by the directors of the Corporation.

DATED at Vancouver, British Columbia, this 10th day of May, 2017.

WESTSHORE TERMINALS INVESTMENT CORPORATION

(Signed) "*Nick Desmarais*"

Nick Desmarais

Secretary & Vice President of Corporate Development