



***NOTICE OF ANNUAL AND SPECIAL MEETING OF THE UNITHOLDERS  
AND  
MANAGEMENT INFORMATION CIRCULAR***

***May 11, 2017***

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**NOTICE OF ANNUAL AND SPECIAL MEETING OF THE UNITHOLDERS  
TO BE HELD ON JUNE 15, 2017**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the unitholders (the “**Unitholders**”) of BTB Real Estate Investment Trust (“**BTB**” or the “**Trust**”) will be held at De La Gauchetière Room of the *Centre de conférences Le 1000*, 1000 De la Gauchetière Street West, Montréal, Québec, on Thursday, June 15, 2017 at 11:00 a.m. (Montreal time):

- 1) To receive the consolidated financial statements of BTB for the fiscal year ended December 31, 2016 and the independent auditors’ report thereon;
- 2) To elect the trustees of BTB (the “**Trustees**”);
- 3) To appoint the independent auditors of BTB and authorize the Trustees to fix their compensation;
- 4) To consider and, if deemed advisable, approve a resolution renewing for a 3-year period the Unitholders’ Rights Plan; and
- 5) To transact such other business as may duly come before the Meeting or any adjournment thereof.

A form of proxy and the management information circular (“**Circular**”) are attached to this notice.

The Board of Trustees has set the close of business on May 11, 2017 as the record date for determining which Unitholders shall be entitled to receive notice of, and to vote at, the Meeting or of any adjournment thereof.

Unitholders who are unable to attend the Meeting are asked to complete, date, sign and return the attached form of proxy in order to ensure as broad a representation as possible at the Meeting.

The Board of Trustees has set the close of business on the second to last business day prior to the date of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment or postponement thereof, as the time before which proxies to be used or acted upon at the Meeting or at any adjournment or postponement thereof are to be deposited with the transfer agent of BTB.

Unitholders are invited to attend the Meeting, where they will have the opportunity to ask questions and meet management, the Board of Trustees and fellow Unitholders. At the Meeting, BTB will also report on its 2016 business activities.

**DATED** in Montreal, Québec, on May 11, 2017.

By order of the Board of Trustees

*(s) Michel Léonard*  
President and Chief Executive Officer

## BTB REAL ESTATE INVESTMENT TRUST

BTB is an unincorporated open-ended real estate investment trust, established pursuant to the laws of the Province of Québec, in accordance with the provisions of the Contract of Trust, as amended and restated on January 28, 2015 (the "Contract of Trust").

BTB owns BTB Acquisition and Operating Trust ("**A&O Trust**") (formerly TB Subsidiary Trust), a wholly-owned subsidiary, which purchases properties and manages a real estate portfolio on its behalf.

BTB focuses on the holding and acquisition of commercial and industrial income-producing properties on the primary and secondary markets throughout Canada, its actual focus being on geographical markets located in East of Ontario and in Québec, with a view to building a portfolio of properties with an industry diversification enabling the generation of stable and increasing cash flows.

### PART 1 MANAGEMENT INFORMATION

#### 1. Solicitation of Proxies

**This Circular is furnished in connection with the solicitation of proxies by and on behalf of the management of BTB for use at the annual and special meeting of the Unitholders of BTB to be held on June 15, 2017 and at any adjournment thereof for the purposes set out in the notice of meeting attached hereto (the "Notice").**

It is expected that the solicitation of proxies will be primarily by mail; however, proxies may also be solicited personally or by telephone by the Trustees or staff members of BTB. The cost of solicitation shall be borne by BTB. Except where otherwise indicated, the information contained herein is given as of May 11, 2017. The Board of Trustees of BTB has, by resolution, set the close of business on May 11, 2017 as the record date, namely the date in order to determine which registered securityholders shall be entitled to receive Notice of the Meeting and to vote thereat.

#### 2. Appointment and Revocation of Proxies

A form of proxy is appended hereto and, if you do not intend to attend the Meeting in person, you are asked to complete and to return it in the envelope enclosed herewith. The proxy must be signed by the Unitholder or by his representative duly authorized in writing. The proxies to be used at the Meeting are to be delivered to our transfer agent, Computershare Investor Services Inc., Montreal, Québec, or Toronto, Ontario, or deposited with the President and Chief Executive Officer of BTB, at his office located at 2155 Crescent Street, Montreal, Québec, H3G 2C1, no later than the second to last business day prior to the day of the Meeting or any adjournment thereof, or with the Chairman of the Meeting, on the day of the Meeting or any adjournment thereof, or in any other manner authorized by law.

The persons designated in the form of proxy attached hereto are Trustees or members of the senior management (the "**Executive Officers**") of BTB. **Instead of the persons designated in the form of proxy, you may appoint a proxy (who need not be a Unitholder) to attend the Meeting and act thereat on your behalf, by inserting the name of this other proxy whom you wish to appoint in the space provided therefor on the form of proxy and by striking out the names printed thereon or otherwise using another appropriate form of proxy.**

If you grant a proxy in accordance with this solicitation, you may revoke it with respect to any matter which has not been voted upon in accordance with the authorization provided for therein by way of an instrument in writing bearing your signature or that of your authorized representative to be delivered to the office of BTB, no later than the second to last business day prior to the day of the Meeting or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting, on the day of the Meeting or any adjournment thereof, or in any other manner authorized by law.

### 3. Exercise of Discretion of Proxies

The persons named in the form of proxy attached hereto shall vote the units of BTB (the “Units”) in respect of which they have been appointed in accordance with the instructions of the Unitholders. **Unless contrary instructions shall be given, it is expected that the Units represented by the proxies received by management shall be voted, during any ballot, FOR (i) the election on an individual basis of each of the Trustees whose names appear in this Circular; (ii) the renewal of the appointment of the independent auditors whose compensation shall be set by the Trustees; and (iii) the renewal for a 3-year period of the Unitholders’ Right Plan.**

The form of proxy confers discretionary authority upon the persons named therein with respect to matters not set out in the Notice but which may be duly come before the Meeting or any adjournment thereof and with respect to amendments or variations of the items appearing in the Notice. At the date hereof, the Trustees are not aware of any amendment or variation, nor any other item of this nature which may come before the Meeting, except for those which are set out in the Notice and routine matters which are ancillary to the conduct of the Meeting. Should any other matter be duly brought before the Meeting, it is expected that the persons appointed as proxies will vote on these matters as they deem appropriate at the time.

### 4. Exercise of Voting Rights

The information set forth in this section is of significant importance to the public Unitholders of BTB, as many Unitholders do not hold Units in their own name. Only Unitholders of record of BTB holding Units in their own name or persons they have appointed as proxies shall be authorized to vote at the Meeting. Most Unitholders of BTB are “non-registered” Unitholders (“**Non-Registered Unitholders**”) since the Units which they beneficially own are not registered in their own name. Should your Units not be registered in your own name but be so registered in the name of an “intermediary/broker” (such as, *inter alia*, a bank, a trust company, a securities dealer or broker, administrator or trustee of savings plan or a clearing agency such as CDS Clearing and Depository Services Inc. (or registration name CDS & Co.)), the intermediary/broker shall seek your instructions with respect to the voting of the Units and you shall be required to follow the instructions provided by your intermediary/broker, including those with respect to the time and place of delivery of the form of proxy.

The majority of intermediaries/brokers however delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions (“**Broadridge**”). Broadridge typically prepares a special voting instruction form, mails those forms to the Non-Registered Unitholders and asks for and provides appropriate instructions respecting the voting of Units to be represented at the Meeting. Broadridge is required to forward the Meeting documents to the Non-Registered Unitholders unless a Non-Registered Unitholder shall have waived his entitlement to receive them. A Non-Registered Unitholder receiving a voting instruction form cannot use the form to vote Units directly at the Meeting. The voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Units voted.

Such procedures are intended to enable the Unitholders to provide instructions with respect to the voting of the Units. All Unitholders are required to carefully follow the instructions set out herein or those provided in the form of proxy or by their intermediary/broker or Broadridge, as the case may be, including those instructions with respect to the delivery of the form of proxy or of the voting instructions and with respect to the time and place of voting. Units held by intermediaries or nominees can be voted for or against resolutions only upon the instructions of the Non-Registered Unitholder. Without specific instructions, the intermediaries or nominees are prohibited from voting the Units for their clients. If you are a Non-Registered Unitholder and wish to vote in person at the Meeting, please contact your intermediary/broker well in advance of the Meeting to determine how you can do so.

### 5. Result of the Votes

After the Meeting, BTB shall present the results of the votes on the SEDAR website ([www.sedar.com](http://www.sedar.com)).

The voting results of the annual and special meeting of Unitholders of BTB held on June 14, 2016 are as follows:

Matter voted upon	Outcome of the vote	Distribution of votes cast			
		For	For %	Withheld	Withheld %
<b>In respect of the election of each of the following nominees as member of the Board of Trustees of BTB for the upcoming year:</b>					
Lucie Ducharme	Approved (by show of hands)	6,305,010	97.29	175,945	2.71
Jean-Pierre Janson	Approved (by show of hands)	6,315,657	97.45	165,298	2.55
Sylvie Lachance	Approved (by show of hands)	6,313,255	97.41	167,700	2.59
Luc Lachapelle	Approved (by show of hands)	6,215,878	95.91	265,077	4.09
Michel Léonard	Approved (by show of hands)	6,233,644	96.18	247,311	3.82
Luc Martin	Approved (by show of hands)	6,342,893	97.87	138,062	2.13
Fernand Perreault	Approved (by show of hands)	6,346,423	97.92	134,532	2.08
Peter Polatos	Approved (by show of hands)	6,349,307	97.97	131,648	2.03
Jocelyn Proteau	Approved (by show of hands)	6,196,378	95.61	284,577	4.39
<b>Appointment of the Auditors</b>	Approved (by show of hands)	6,276,593	95.31	308,656	4.69
				Against	Against %
<b>Renewal and modification of the Employees Unit Purchase Plan</b>	Approved (by show of hands)	5,499,391	84.85	981,564	15.15

## 6. Interest of Certain Persons in Matters to be Acted Upon

To the knowledge of the Trustees and the Executive Officers of BTB, except as set out herein and except insofar as they may be Unitholders of BTB, no Trustee or Executive Officer of BTB, nor any proposed nominee for election to the office of Trustee of BTB, nor any associate or affiliate of the foregoing persons, has a material interest, directly or indirectly, by way of beneficial ownership or otherwise, in the matters to be acted on at the Meeting.

## 7. Voting Securities and Principal Holders Thereof

The beneficial interests in BTB are divided into a single class of Units. Each Unit represents an equal undivided beneficial interest in any distribution from BTB and in any assets of BTB remaining in the event of termination or winding-up thereof. Each Unit entitles the holder thereof to one vote on all matters to be acted upon at the Meeting.

As of May 11, 2017, 42,521,078 Units of BTB were issued and outstanding.

The Board of Trustees has set the record date of May 11, 2017 as the record date for the purposes of determining Unitholders entitled to receive Notice of, and to vote at, the Meeting. Only persons registered as Unitholders on the books and registers of BTB at the close of business on the record date shall be entitled to receive Notice of, and vote at, the Meeting. Failure of any Unitholder to receive Notice of the Meeting shall not deprive the Unitholder of the right to vote at the Meeting.

To the knowledge of the Trustees and the Executive Officers, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of BTB carrying more than 10% of the voting rights attached to any class of voting securities of BTB.

## **PART 2 PARTICULARS OF MATTERS TO BE ACTED UPON**

### **2.1 Presentation of Consolidated Financial Statements and Report from Independent Auditors**

The management's discussion and analysis, the consolidated financial statements as well as the auditors' report relating thereto for the financial year ended December 31, 2016, which are available on SEDAR at [www.sedar.com](http://www.sedar.com), shall be submitted to the Unitholders of BTB at the Meeting; **however, no vote will be held thereupon and no act will be taken in their regard.**

### **2.2 Election of Trustees**

The Contract of Trust provides that there will be a minimum of five Trustees and a maximum of fifteen Trustees, with the number of Trustees within that range being fixed by resolution of the Trustees. There are currently nine Trustees. Nine nominees are standing for election individually for the upcoming financial year, of that number eight are considered independent as presented in the table hereunder.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote IN FAVOUR OF the election, as Trustees, of the nominees whose names are set forth below.**

All of the nominees are currently Trustees of BTB. Each Trustee will hold office for a term expiring at the close of the next annual meeting of Unitholders, unless his office is vacated earlier due to death, removal, resignation or ceasing to be duly qualified. The Trustees do not contemplate that any of the nominees will be unable to serve as a Trustee, but, should that circumstance arise for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion. In order to be effective, the resolution electing each Trustee must be approved by a majority of the Units represented by the Unitholders present at the Meeting in person or by proxy.

### **2.3 Majority Vote**

A nominee for Trustee shall not be deemed to have received the support of the Unitholders, even if elected, should the number of abstained votes be higher than the number of votes in favour of the nominee's election at the Meeting. In such case, the Trustee elected under these circumstances shall immediately tender his/her resignation to the Human Resources and Governance Committee, which shall review same and then make a recommendation to the Board. The Board shall in turn review the recommendation of the Human Resources and Governance Committee within thirty (30) days of the final scrutineers' report on the results of the vote for the Trustee election. The Board must accept or refuse the tendered resignation within ninety (90) days of the meeting of the Unitholders. The policy does not apply in the case of a contested election of Trustees.

The following table presents information on each of the nominees proposed for election as Trustees of BTB, a summary of their work experience, the period during which they have served as Trustees of the Trust and the approximate number of units beneficially own, directly or indirectly, or over which a control is exercised. BTB is not aware of exactly how the information concerning the units beneficially owned or on which a control or direction is exercised, directly or indirectly, as this information was provided by the nominees.

## 2.4 Nominees



### Jocelyn Proteau

Independent  
Chairman of the Board  
Member of the Human Resources and  
Governance Committee

A Corporate Director, Mr. Proteau has held senior management positions with various financial institutions.

From March 1989 to June 2001, he was Chairman of the Board and Chief Executive Officer of the Fédération des Caisses populaires Desjardins de Montréal et de l'Ouest du Québec. From 1990 to April 2005, he was a member of the board of Desjardins Venture Capital and he also acted as President of its Investment Committee from 1995 to 2005.

Mr. Proteau has acquired an extensive experience as a director of several companies within the financial, service and retail fields. Since April 2005 he is a member of the board of Richelieu Hardware Ltd. and became its Chairman in January 2013. Mr. Proteau also sits on several other boards, including CO2 Solutions Inc. and Familiprix Inc. Mr. Proteau is a member of the Canadian Public Accountability Board since June 2008 (CPAB-CCRC).

Mr. Proteau served on the board of the *École des Hautes Études Commerciales (HEC Montréal)* from 2000 to December 2015. He also served on the board of 20-20 Technologies Inc. from July 2002 until September 2012, from November 2002 to January 2007 he was its Chairman of the Board and subsequently he became Vice Chairman and Senior Director until 2012. Mr. Proteau was a member of the Board of Standard Life Assurance Company PLC whose head office is located in Edinburgh, Scotland from August 2003 to May 2009. He was also a director of Standard Life Insurance Company of Canada from August 2003 to May 2009, and became Chairman from January 2005 to May 2009.

Mr. Proteau studied Commercial Sciences at the *École des Hautes Études Commerciales* in Montréal.

Trustee since July 2006

Place of Residence

Verdun, Québec - Canada

Participation on the board of other reporting issuers over the past five years

- Richelieu Hardware Ltd, since April 2005
- CO<sup>2</sup>Solutions inc., since April 2007

### Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised

Units	Deferred Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement
67,431	Nil	67,431	\$318,274	Yes

(1) Based on the May 10, 2017 Unit closing price (\$4.72).



**Jean-Pierre Janson**

Independent  
Vice Chairman of the Board  
Member of the Human Resources and  
Governance Committee

Trustee since July 2006

Place of Residence

Outremont, Québec - Canada

Mr. Janson has been Managing Director and Member of the Executive Committee, National Wealth Management of Richardson GMP Limited since January 2005.

Over the past 20 years, Mr. Janson has acted as Managing Director of CIBC Wood Gundy Financial Services (Québec) Inc. (Eastern Canada) and held senior management positions with Merrill Lynch Canada Inc. and Midland Walwyn Inc. He is heavily involved in the financial community, has been serving as a director of Tri Origin Exploration Ltd. since May 2004 and as a director of Midland Exploration Inc. since February 2007. He was also a trustee of Opensky Capital from 2005 to 2008.

Participation on the board of other reporting issuers over the past five years

- Tri Origin Exploration Ltd., since May 2004
- Midland Exploration Inc., since February 2007

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised**

Units	Deferred Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement
88,949	Nil	88,949	\$419,839	Yes

(1) Based on the May 10, 2017 Unit closing price (\$4.72).



**Luc Martin**

Independent – Non-Participating  
President of the Audit Committee

Trustee since June 2016

Place of Residence

Verdun, Québec - Canada

Mr. Martin is a corporate director and has over 30 years of experience in the field of finance, accounting and business management.

From 2002 to November 2014, Mr. Martin was a partner at Deloitte where he held various positions, including managing partner of finance and operations for Deloitte Canada. In this capacity, he was responsible for all the office space of Deloitte in Canada. He was also responsible for external audit services offered to publicly traded and private companies. From 1979 to 2002, Mr. Martin worked at Andersen, where he was a partner from 1990 to 2002. He was a partner offering external audit services to publicly traded and private companies while holding various management positions for Andersen in Canada.

Mr. Martin is a CPA and holds a Bachelor in Business Administration from the École des Hautes Études Commerciales (1979).

Participation on the board of other reporting issuers over the past five years

None

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised**

Units	Deferred Units	Total nb of Units	Market value of total nb of Units	Respects the minimum participation requirement <sup>(1)</sup>
Nil	Nil	Ni	Ni	n/a

(1) As a Non-Participating Trustee, Mr. Martin does not, directly or indirectly, hold any interest in BTB.



**Fernand Perreault**  
Independent  
President of the Investment Committee

Trustee since September 2010

Place of Residence

Longueuil, Québec - Canada

As a corporate director, Mr. Perreault has over 30 years of experience in the field of real estate.

From 1995 to December 2009, Mr. Perreault held senior managerial positions at the Caisse de dépôt et placement du Québec where he supervised real estate investments and coordinated activities of its real estate subsidiaries where he sat as Chairman of each subsidiary's board of directors.

From 1987 to 1995 Mr. Perreault was President and Chief Executive Officer of SITQ's Real Estate group where he was instrumental in its growth, playing a key role in propelling it to the rank of leader in Quebec. He also spent several years at the Canada Mortgage and Housing Corporation.

Mr. Perreault studied at the University of Ottawa where he obtained a law degree.

Participation on the board of other reporting issuers over the past five years

- InnVest Real Estate Investment Trust, from June 2013 to March 2014

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised**

Units	Deferred Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement
38,710	Nil	38,710	\$182,711	Yes

(1) Based on the May 10, 2017 Unit closing price (\$4.72).



**Lucie Ducharme**  
Independent  
Chairwoman of Human Resources and Governance Committee  
Member of the Audit Committee

Trustee since June 2014

Place of Residence

Verdun, Québec - Canada

Since 2004, Mrs. Ducharme is Executive Vice President of Groupe Petra, a company which owns an important real estate portfolio comprising office, commercial and industrial buildings mainly located in Montréal.

Prior to joining Groupe Petra, she held various management positions in the real estate industry for companies such as Canadian National Railway Company, Laurentian Bank, Banque Nationale de Paris as well as in the transportation industry (international) and the legal sector.

Mrs. Ducharme holds a bachelor's degree in business administration from Université du Québec and is a certified director (ICD.D) of the Institute of Corporate Directors.

Participation on the board of other reporting issuers over the past five years

None

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised<sup>(1)</sup>**

Units	Deferred Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement <sup>(2)(3)</sup>
1,000	6,171	7,171	\$33,847	Pending

(1) Based on the May 10, 2017 Unit closing price (\$4.72).

(2) Please see subsection 2.7 hereinafter with respect to Unitholding requirements.

(3) Until June 2016, Mrs. Ducharme was a non-beneficiary independent trustee and could not, directly or indirectly, hold any interest in BTB.



**Luc Lachapelle**  
Independent  
Member of the Audit Committee

Corporate Secretary

Trustee since July 2006

Place of Residence

St-Laurent, Québec - Canada

Mr. Luc Lachapelle is a corporate director and has close to 30 years of experience in the field of commercial real estate. From February 2010 to November 2016, Mr. Lachapelle was President and Chief Executive Officer of Corlac Real Estate Inc.

In October 1990, he joined Bombardier Inc., where he has been Vice-President, Real Estate Services up to January 29, 2010.

Throughout his professional career, he has participated in all aspects of the development and redevelopment of industrial, commercial and residential projects in Canada, the United States and Europe. Before joining Bombardier Inc. Mr. Lachapelle was a partner in the law firm Pépin, Létourneau, where he specialized in the area of construction surety bonds.

Mr. Lachapelle was President of the Chamber of Commerce of Saint-Laurent in 1995. Mr. Lachapelle obtained a Master's Degree in Real Estate in 1990 from New York University and a Bachelor of Civil Law in 1975 from the University of Montréal. He has been a member of the Québec Bar Association since 1977.

Participation on the board of other reporting issuers over the past five years

None

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised**

Units	Deferred Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement
44,949	Nil	44,949	\$212,159	Yes

(1) Based on the May 10, 2017 Unit closing price (\$4.72).



**Sylvie Lachance**  
Independent  
Member of the Investment Committee

Trustee since June 2014

Place of Residence

Toronto, Ontario - Canada

Mrs. Lachance is a corporate director. From 2010 to April 2017, Mrs. Lachance was Executive Vice President, Real Estate Development for Sobeys Inc., a retail and food distribution company.

Prior to joining Sobeys Inc., she was Executive Vice President and Chief Operating Officer of First Capital Reality Inc. She previously held senior real estate positions with both regional and national grocery retailers.

Mrs. Lachance holds a MBA from McGill University in addition to a law degree from Université Laval and was admitted to the Québec Bar in 1982. She is a certified director (ICD.D) of the Institute of Corporate Directors.

Participation on the board of other reporting issuers over the past five years

None

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised**

Units	Deferred Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement <sup>(2)</sup>
10,989	Nil	10,989	\$51,868	Pending

(1) Based on the May 10, 2017 Unit closing price (\$4.72).

(2) Please see subsection 2.7 hereinafter with respect to Unitholding requirements.



**Peter Polatos**  
Independent  
Member of the Investment Committee

Trustee since July 2006

Place of Residence

Montréal, Québec -Canada

Mr. Polatos is, since April 2009, President of AMTB Management Inc. a firm specialized in the acquisition, financing and management of commercial real estate.

He was until March 31, 2009 Vice President, Acquisition and Assistant Treasurer of the Trust. He was until September 2005 Associate Vice-President at Colliers International (Québec) Inc. in September 2005. From November 2001 to July 2005, he acted as Vice-President, Business Development for Technoparc Saint-Laurent and from March 1996 to September 2001 he acted as a consultant for the National Bank of Canada. He has extensive experience in real estate including with respect to the reorganization, development, management, acquisition or sale of real estate.

Mr. Polatos obtained a Masters of Business Administration (MBA) degree in March 1997 from Concordia University.

Participation on the board of other reporting issuers over the past five years

None

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised**

Units	Deferred Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement
184,365	Nil	184,365	\$870,203	Yes

(1) Based on the May 10, 2017 Unit closing price (\$4.72).



**Michel Léonard**  
Not Independent President and Chief  
Executive Officer

Trustee since July 2006

Place of Residence

Westmount, Québec - Canada

Mr. Léonard is one of the founders of BTB Real Estate Investment Trust. Mr. Léonard possesses more than 25 years of experience in the field of commercial real estate.

Mr. Léonard has often played a fundamental role in helping numerous organizations of regional and national scale with strategic planning, analysis, renegotiation assignments and the implementation of complex relocation. He joined Colliers International (Québec) Inc. as senior Vice-President in November 2004 until 2009. Mr. Léonard was one of the founders of Staubach Canada Inc. and held the position of President from 1989 to November 2004.

Mr. Léonard is Chairman of the Board of the Organisme d'autoréglementation du courtage immobilier du Québec (OACIQ) and a former Chairman of the Board of the Fonds d'assurance professionnelle du courtage immobilier du Québec (FARCIQ). Since September 2016, Mr. Léonard is designated ASC (*Administrateur de sociétés certifié*) of the Collège des administrateurs de sociétés. Mr. Léonard has been a member of the Québec Bar Association since 1982.

Mr. Léonard obtained a Bachelor of Commerce in 1978 and a Bachelor of Civil Law in 1981, both from McGill University.

Participation on the board of other reporting issuers over the past five years

None

**Number of Units, Deferred Units and Restricted Units beneficially owned or over which a control is exercised**

Units	Restricted Units	Total nb of Units	Market value of total nb of Units <sup>(1)</sup>	Respects the minimum participation requirement
518,397	65,812	584,209	\$2,757,466	Yes

(1) Based on the May 10, 2017 Unit closing price (\$4.72).

With the exception of Mr. Michel Léonard, all the duly elected Trustees will also act in such capacity for A&O Trust.

The record of attendance of each Trustee at meetings of BTB's Board of Trustees and committees for the year 2016 is presented on page 32 of this circular.

## **2.5 Board Interlocks**

The Human Resources and Governance Committee of the Board has reviewed the participation of BTB's Trustees on the boards of other reporting issuers and has determined that there are no board interlocks, i.e. two or more Trustees who are members of the board of another reporting issuer together.

The Trustees shall also inform the Chairman of the Board or the President of the Human Resources and Governance Committee before accepting an invitation to serve on a board of directors other than BTB in order to assess potential situations of conflict of interest.

The Board believes that the fact that a trustee of BTB serves on the board of directors of another reporting issuer does not necessarily interfere with his or her ability to act in the best interest of BTB.

## **2.6 Change in Status of Trustees**

Trustees must immediately inform the Chairman of the Board of any change in their professional or personal status that could have an impact on their role as trustees, as well as any situation that could imply a conflict of interest. The Chairman of the Board then submits a report to the Board containing the appropriate recommendations.

## **2.7 Unitholding Requirements**

To maintain the trust of Unitholders and ensure that Trustees' interests are aligned with those of Unitholders, the Board adopted minimum unitholding requirements for Trustees. Since July 1<sup>st</sup>, 2015, each Trustee must hold a number of Units or Deferred Units corresponding to two years of compensation as Trustee. A Trustee has five (5) years from his or her election to meet the Unitholding requirement.

## **2.8 Additional Information on Trustee Nominees**

To the knowledge of BTB, as at the date of the Proxy Circular, none of the nominees proposed for election as Trustees of BTB are, or have been within the 10 years preceding this date, director, chief executive officer or chief financial officer of a company, including BTB, that, while the nominee was fulfilling his/her functions as director, chief executive officer or chief financial officer, or after the nominee ceased his/her duties as director, chief executive officer or chief financial officer and resulting from an event occurring while he/she was fulfilling such functions, was subject to one of the following orders which was in effect for more than 30 consecutive days, that is, any cease trade order or other order to that effect, or any order that denied the relevant company access to any exemption under securities legislation.

To the knowledge of BTB, as at the date of the Proxy Circular, none of the nominees proposed for election as Trustees of BTB are, or have been within the 10 years preceding this date, director or executive officer of a company, including BTB, that, while that person was acting in that capacity, or within one year of ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his/her assets.

## **2.9 Appointment of the Independent Auditors of BTB**

It is proposed that the firm of KPMG LLP, chartered professional accountants, ("**KPMG**"), at their Montreal offices located at 600 De Maisonneuve Boulevard West, Suite 1500, Montreal, Québec, H3A 0A3, be appointed as independent auditors of BTB, to hold office until the next annual general Meeting of the Unitholders or until their successor is appointed, and that the Trustees be authorized to fix the compensation of the auditors. The accountants of the firm of KPMG have been the independent auditors of BTB since its inception on July 12, 2006. To

be effective, the resolution approving the appointment of the independent auditors and the fixing of their compensation for the ensuing financial year must be approved by a majority of the Units represented by Unitholders present at the Meeting in person or by proxy.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote IN FAVOUR OF the appointment of KPMG as independent auditors of BTB.**

## **2.10 Renewal of the Unitholders' Right Plan**

At the Meeting, the Unitholders will be asked to consider and, if deemed advisable, to approve a resolution renewing the Unitholders' Right Plan (the "**Rights Plan**") for an additional term of three years. The Rights Plan must be reconfirmed at every third annual meeting of Unitholders of BTB. The Unitholder Rights Plan Agreement has been amended and restated as of May 11, 2017 to reflect the changes to the take-over bid regime adopted in May 2016 under Canadian securities legislation.

In accordance with the rules of the Toronto Stock Exchange, the resolution renewing the Rights Plan must be approved by a majority of the votes cast by the Unitholders. BTB is not aware that any Unitholder would not be eligible to vote with respect to the renewal of the Rights Plan.

**The Board of Trustees has concluded that the renewal of the Rights Plan is in the best interests of BTB and Unitholders and unanimously recommends that Unitholders vote IN FAVOUR OF this resolution.**

The Unitholders will be asked to consider the following resolution and, if deemed advisable, to adopt it:

### **"BE IT RESOLVED THAT:**

- (a) The Rights Plan, entered into between BTB and Computershare Investor Services Inc. as amended and restated as of May 11, 2017, and the issue of the rights pursuant to said Rights Plan, are hereby ratified, reconfirmed and approved; and
- (b) Any Trustee of BTB is hereby authorized to execute and deliver all such documents, and to do all such other acts and things, as such Trustee may determine to be necessary or advisable in connection with the foregoing, and he is hereby directed to do so."

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote IN FAVOUR OF the above-mentioned resolution.**

### **Objectives of the Rights Plan**

The fundamental objectives of the Rights Plan are to provide adequate time for BTB's Trustees and Unitholders to assess an unsolicited take-over bid for BTB, to provide the Trustees with sufficient time to explore and develop alternatives for maximizing Unitholder value if a take-over bid is made, and to provide Unitholders with an equal opportunity to participate in a take-over bid. The Rights Plan encourages a potential acquirer who makes a take-over bid to proceed either by way of a "Permitted Bid" (described below), which generally requires a take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Trustees of BTB. If a take-over bid fails to meet these minimum standards and the Rights Plan is not waived by the Trustees, the Rights Plan provides that the holders of Units, other than the acquirer, will be able to purchase additional Units at a significant discount to market, thus exposing the acquirer to substantial dilution of its holdings. Currently, the Trustees of BTB are not aware of any pending or threatened take-over bid for BTB and they are confident that no unsolicited take-over bid will be made with respect to the Units of BTB prior to the adoption of the Rights Plan.

In adopting the Rights Plan, the Trustees considered the existing legislative framework governing take-over bids in Canada. The Trustees believe such legislation currently does not provide sufficient time to permit Unitholders to consider a take-over bid and make a reasoned and unhurried decision with respect to a take-over bid or give the

Trustees sufficient time to develop alternatives for maximizing Unitholder value. Unitholders may also feel compelled to tender to a take-over bid even if the Unitholder considers such bid to be inadequate out of a concern that failing to tender may result in a Unitholder being left with illiquid or minority-discounted Units in BTB. This is particularly so in the case of a partial bid for less than all of the Units of BTB where the bidder wishes to obtain a control position but does not wish to acquire all of the Units. Finally, while existing securities legislation has addressed many concerns related to unequal treatment of securityholders, there remains the possibility that control of an issuer may be acquired pursuant to private agreements in which a small group of securityholders disposes of securities at a premium to market price, which premium is not shared with the other securityholders. It is not the intention of the Trustees in recommending the confirmation and ratification of the Rights Plan to preclude a take-over bid for control of BTB.

The Rights Plan provides that Unitholders could tender to take-over bids as long as they meet the Permitted Bid criteria. Furthermore, even in the context of a take-over bid that does not meet the Permitted Bid criteria, the Trustees are always bound by their fiduciary duty to consider any take-over bid for BTB and consider whether or not they should waive the application of the Rights Plan in respect of such bid. In discharging such responsibility, the Trustees will be obligated to act honestly and in good faith and in the best interests of BTB and the Unitholders.

A number of recent decisions rendered by the Canadian securities regulators relating to rights plans have concluded that a board faced with an unsolicited take-over bid will not be permitted to maintain a rights plan indefinitely to prevent the successful completion of the bid, but only for so long as the board is actively seeking alternatives to the bid and there is a reasonable possibility that, given additional time, a value-maximizing alternative will be developed. BTB's Rights Plan does not preclude any Unitholder from utilizing the proxy rules to promote a change in the management or direction of BTB, and will have no effect on the rights of holders of BTB's Units to requisition a meeting of Unitholders in accordance with applicable rules.

In recent years, unsolicited take-over bids have been made for a number of Canadian public companies, many of which had rights plans. The Trustees believe this demonstrates that the existence of rights plan does not prevent the making of an unsolicited bid. Further, in a number of these cases, a change of control ultimately occurred at a price in excess of the original bid price. There can be no assurance, however, that BTB's Rights Plan would serve to bring out a similar result. The Rights Plan is not expected to interfere with the day-to-day operations of BTB or its subsidiaries. The continuation of outstanding rights and the issue of additional rights in the future will not in any way alter the financial condition of BTB, impede its business plans, or alter its financial statements. In addition, the Rights Plan is initially not dilutive. However, if a "Flip-In Event" (described below) occurs and the rights separate from the Units as described below, reported earnings per Unit and reported cash flow per Unit on a fully-diluted or non-diluted basis may be affected. In addition, holder of rights not exercising their rights after a Flip-In Event may suffer substantial dilution.

### **Summary of the Rights Plan**

The following is a summary of the principal terms of the Rights Plan, which summary is qualified by, and is subject to, the full terms and conditions of the Rights Plan. Except as otherwise defined herein, capitalized terms used herein have the meanings ascribed thereto in the Rights Plan.

#### Issue of Rights

Effective as of the first business day following the adjournment of the Meeting, one right ("**Right**") shall be issued and attached to each outstanding Unit of BTB. One Right shall also be issued and attached to each Unit issued thereafter, subject to the limitations set forth in the Rights Plan. The initial price for the rights shall be \$100 (the "**Exercise Price**"), subject to the appropriate anti-dilution adjustments.

### Acquiring Person

An Acquiring Person is a person that beneficially owns 20% or more of the outstanding Units. An Acquiring Person does not, however, include BTB or any subsidiary of BTB, or any person that becomes the beneficial owner of 20% or more of the Units as a result of certain exempt transactions. These exempt transactions include those whereby any person becomes the beneficial owner of 20% or more of the Units of BTB as a result of, among other things: (i) specified acquisitions of securities of BTB; (ii) acquisitions pursuant to a Permitted Bid or Competing Permitted Bid (as described below); (iii) specified distributions of securities of BTB; (iv) certain other specified exempt acquisitions (including for portfolio managers, mutual funds and other similar entities with no present intention to take control of BTB); and (v) transactions with respect to which the application of the Rights Plan has been waived by the Trustees. Also excluded from the definition of Acquiring Person is a person (a “**Grand-Fathered Person**”) who is the beneficial owner of 20% or more of the outstanding Units on the date of implementation of the Rights Plan; provided further, however, that this exemption shall not be, and shall cease to be, applicable to a Grand-Fathered Person in the event that such Grand-Fathered Person shall, after the date of implementation of the Rights Plan, become the beneficial owner of more than 1% of the number of Units then outstanding in addition to those Units already held by such person, other than through: (i) specified acquisitions of securities of BTB; (ii) acquisitions pursuant to a Permitted Bid or Competing Permitted Bid (as described below); (iii) specified distributions of securities of BTB; (iv) certain other specified exempt acquisitions (including for portfolio managers, mutual funds and other similar entities with no present intention to take control of BTB); and (v) transactions in respect of which the application of the Rights Plan has been waived by the Trustees.

### Rights Exercise Privilege

The Rights will separate from the Units to which they are attached and will become exercisable at the close of business (the “**Separation Time**”) on the tenth business day after the earliest of (a) the first date of public announcement that a person and/or others associated, affiliated or otherwise connected to such person, or acting in concert with such person, have become an Acquiring Person; (b) the date of commencement of, or first public announcement of the intent of any person to commence, a take-over bid, other than a Permitted Bid or Competing Permitted Bid; and (c) the date upon which a Permitted Bid or a Competing Permitted Bid ceases to be such, or such later date as the Trustees may determine in good faith. Subject to adjustment as provided in the Rights Plan, each Right will entitle the holder to purchase one Unit for the Exercise Price. A transaction in which a person becomes an Acquiring Person is referred to as a “**Flip-In Event**”.

Any Rights held by an Acquiring Person on or after the earlier of the Separation Time or the first date of public announcement by BTB or an Acquiring Person that an Acquiring Person has become such, will become void upon the occurrence of a Flip-In Event. After the close of business on the tenth business day after the first public announcement of the occurrence of Flip-In Event, the Rights (other than those held by the Acquiring Person) will entitle the holder to purchase, for the Exercise Price, that number of Units having an aggregate market price (based on the prevailing market price at the time of the consummation or occurrence of the Flip-In Event) equal to twice the Exercise Price (a 50% discount).

### Impact Once Rights Plan is Triggered

Upon a Flip-In Event occurring and the Rights separating from the attached Units, reported earnings per Unit on a fully-diluted or non-diluted basis may be affected. Holders of Rights who do not exercise their Rights upon the occurrence of a Flip-In Event may suffer substantial dilution. By permitting holders of Rights other than an Acquiring Person to acquire Units at a discount to market value, the Rights may cause substantial dilution to a person or group that acquires 20% or more of the voting securities of BTB other than by way of a Permitted Bid or other than in circumstances where the Rights are redeemed or the Trustees waive the application of the Rights Plan.

### Certificates and Transferability

Before the Separation Time, certificates for Units will also evidence one Right for each Unit represented by the certificate. Certificates issued on or after the adoption of the Rights Plan will bear a legend to this effect. Rights are also attached to Units outstanding prior to the adoption of the Rights Plan, although certificates issued before such date will not bear such a legend. Prior to the Separation Time, Rights will not be transferable separately from the attached Units. From and after the Separation Time, the Rights will be evidenced by Rights certificates, which will be transferable and traded separately from the Units. Until such time as BTB otherwise determines, the Rights issued to Unitholders will be made through the book-entry system representing the number of Rights so issued. Holders of Units or associated Rights represented by the book-entry system will not be entitled to a certificate or other instrument from BTB, transfer agent or Rights Agent to evidence the ownerships thereof. New Units issued as a result of the exercise of any Right will also be represented through the book-entry system in all circumstances.

### Permitted Bids

The Rights Plan is not triggered if an offer to acquire Units would allow sufficient time for the Unitholders to consider and to react to the offer and would allow Unitholders to decide to tender or not tender without the concern that they will be left with illiquid Units should they not tender. A "Permitted Bid" is a take-over bid where the bid is made by way of a take-over bid circular and: (i) is made to all the holders of Units, other than the offeror, for all of the Units held by those holders; and (ii) the bid must not permit Units tendered pursuant to the bid to be taken up until not less than 105 days following the bid or such shorter minimum period as provided for in National Instrument 62-104 and only if, at such time, more than 50% of the Units held by Unitholders other than the offeror, its affiliate and persons acting jointly or in concert with the offeror (the "**Independent Unitholders**") have been tendered pursuant to the take-over bid and not withdrawn. A Permitted Bid is not required to be approved by the Trustees and such bids may be made directly to Unitholders. Acquisitions of Units made pursuant to a Permitted Bid or a Competing Permitted Bid do not give rise to a Flip-In Event.

### Waiver and Redemption

The Trustees may, before the occurrence of a Flip-In Event, waive the application of the Rights Plan to a particular Flip-In Event that would occur as a result of a take-over bid made pursuant to a circular prepared in accordance with applicable securities laws to all holders of Units. In such event, the Trustees shall be deemed to have waived the application of the Rights Plan to any other Flip-In Event occurring as a result of any other take-over bid made pursuant to a circular prepared in accordance with applicable securities laws to all holders of Units prior to the expiry of any take-over bid for which the Rights Plan has been waived or deemed to have been waived. The Trustees may also waive the application of the Rights Plan to an inadvertent Flip-In Event, on the condition that the person who becomes an Acquiring Person in the Flip-In Event reduces its beneficial ownership of Units such that it is not an Acquiring Person within a delay determined by the Trustees (or any earlier or later time specified by the Trustees). In addition, the Trustees may waive the application of the Rights Plan to a Flip-In Event prior to the close of business on the tenth trading day following a Unit acquisition (or such later business day as they may from time to time determine), provided that the Acquiring Person has reduced its beneficial ownership of Units, or has entered into a contractual arrangement with BTB to do so within 10 days following the date on which such contractual arrangement is entered into, such that, at the time the waiver becomes effective, such person is no longer an Acquiring Person. In the event of such a waiver becoming effective prior to the Separation Time, such Flip-In Event shall be deemed not to have occurred. Until the occurrence of a Flip-In Event, the Trustees may, at any time before the Separation Time, elect to redeem all but not less than all of the then outstanding Rights at \$0.000001 per Right. In the event that a person acquires Units pursuant to a Permitted Bid, a Competing Permitted Bid or pursuant to a transaction in respect of which the Trustees have waived the application of the Rights Plan, the Trustees shall, immediately upon the consummation of such acquisition, without further formality, be deemed to have elected to redeem the Rights at the redemption price.

### Supplement and Amendments

Before the confirmation of the Rights Plan by Unitholders, the Trustees of BTB may, without the approval of holders of Units or Rights, amend, supplement or restate the Rights Plan in order to make any changes, when acting in good faith, that they may deem necessary or desirable. Following Unitholder confirmation of the Rights Plan, the Trustees of BTB may, without the approval of the holders of Units or Rights, make amendments: (i) to correct clerical or typographical errors, (ii) to maintain the validity and effectiveness of the Rights Plan as a result of any change in applicable law, rule or regulatory requirement, and (iii) as otherwise specifically contemplated herein. Any amendment referred to in (ii) must, if made before the Separation Time, be submitted for approval to the holders of Units at the next meeting of Unitholders and, if made after the Separation Time, must be submitted to the holders of Rights for approval.

At any time before the Separation Time, the Trustees of BTB may, with prior consent of the Unitholders received at the special Meeting called and held for such purpose, amend, vary or rescind any of the provisions of the Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally.

### Proposed Amendments

The Rights Plan has been amended to reflect legislative amendments to the take-over bid regime adopted in May 2016 under Canadian securities legislation. These amendments will become effective only at the time of reconfirmation and approval of the Rights Plan by the Unitholders at the Meeting. These amendments are indicated in the blacklined version of the Rights Plan, which will be available on the Trust website ([www.btbreit.com](http://www.btbreit.com)). The main amendment modifies the minimum period that a take-over bid must remain open to constitute a "Permitted Bid" that does not trigger the separation of the Rights under the Rights Plan from 60 to 105 days (or such shorter period as permitted by the legislation).

### **Eligibility for Investment in Canada**

Provided that BTB qualifies and maintains its qualification as a "mutual fund trust" for the purposes of the *Income Tax Act* (Canada) (the "ITA") and its Regulations (the "**Regulations**") at any time, according to legislation currently in force, the Rights will be qualified investments under the ITA for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans.

### **Tax Consequences**

The following is a summary description of the principal Canadian federal income tax consideration generally applicable to Unitholders who, for the purposes of the ITA, are resident in Canada, deal at arm's length with BTB and hold their Units as capital property. Provided that the Rights had no value at the time of their acquisition, the Unitholders should not be deemed to have received the Rights of BTB as a benefit and should not be required to include any amount in their income. BTB is of the opinion that, in light of the unlikely prospect that a Flip-in Event should occur pursuant to the terms of the Rights Plan, such that the Rights could be exercised, the Rights shall have no value at the time of their acquisition by a Unitholder. Should the Rights be ascribed a value at the time of their acquisition, the holder thereof would be required to include in the computation of his or her income for the year of acquisition the value of the benefit received from BTB during the year. Although a Rights holder may be required to report income if the Rights could be exercised or were to be exercised, BTB deems that it is very unlikely that such an event should occur. In the very unlikely event that the Rights would be disposed of separately for proceeds of disposition greater than a nil amount, the holder thereof could realize a capital gain.

## PART 3 COMPENSATION OF TRUSTEES

### 3.1 Practices for Establishing Trustees Compensation

BTB aims to offer its Trustees appropriate compensation that takes into account the complexity of the Trust's activities and the importance of the Trustees' role, so that it is competitive. The goal is to position the Trustees' target compensation at the median level of the Reference Group used by BTB, in order to recruit and retain competent board members, thus fostering the alignment of the Trustees' interests with those of Unitholders.

Regularly, the HRGC reviews the compensation of the Trustees who are not officers of the Trust. In this respect, the HRGC analyses the director compensation practices of the Reference Group. In addition, the HRGC reviews general compensation surveys to compare BTB's Trustee remuneration policies to generally accepted practices for reporting whose structure and annual income is similar to that of BTB, to then recommend to the Board any modifications deemed appropriate when needed.

The positioning of the compensation of BTB's Trustees compared to the Reference Group used by the HRGC was conducted in 2014 and changes were made starting July 1st, 2014. The assessment of the Trustees' responsibilities is done annually.

### 3.2 Reference Group

The reference group was made up of 15 Canadian real estate investment trusts and 12 public companies having their headquarters in Québec, whose market capitalization was to a maximum of three times and a minimum of one-third of that of BTB.

### 3.3 Elements of Compensation

Elements of Compensation	(\$)
Annual retainer of Trustees	55,000
Additional compensation to the Chairman of the Board	50,000
Additional compensation to the President of the Audit Committee and of the Investment Committee	15,000
Additional compensation to the President of the Human Resources and Governance Committee	10,000
Additional compensation to the Non-Participating Trustee	10,000
Additional compensation to the Corporate Secretary	15,750
Additional compensation for a member of two committees	5,000

The Trustees who are officers of the Trust receive no compensation for acting as Trustees. Trustees are reimbursed for travel and other expenses incurred to attend Board and Committee Meetings.

The Trust does not offer Trustees a retirement plan, and there are no other arrangements under which the Trustees were compensated in this capacity by the Trust during the most recently completed fiscal year.

### 3.3.1 Compensation Summary Table

Name	Fees earned (\$)	Unit-based awards (\$) <sup>(6)</sup>	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Lucie Ducharme <sup>(1)</sup>	50,833	18,958	0	0	0	0	68,891
Claude Garcia <sup>(2)</sup>	33,333	0	0	0	0	0	33,333
Jean-Pierre Janson	55,000	0	0	0	0	0	55,000
Sylvie Lachance	55,000	0	0	0	0	0	55,000
Luc Lachapelle	70,750	0	0	0	0	0	70,750
Luc Martin <sup>(3)(4)</sup>	43,641	0	0	0	0	0	43,641
Fernand Perreault	70,000	0	0	0	0	0	70,000
Peter Polatos	55,000	0	0	0	0	0	55,000
Jocelyn Proteau <sup>(5)</sup>	115,000	0	0	0	0	0	115,000

- (1) Until June 2016, Mrs. Ducharme was a non-beneficiary independent trustee. Up to that date, by reason of her status, she was not granted any unit purchase option. Since June 2016, she is now eligible to the unit purchase option grants. However, no unit options were granted to trustees by BTB since that date.
- (2) Mr. Garcia's mandate terminated on June 14, 2016
- (3) Mr. Martin was elected on June 14, 2016.
- (4) Independent and Non-Participating Trustee of BTB.
- (5) Mr. Jocelyn Proteau is the Chairman of the Board.
- (6) The volume average trading price on the five (5) trading days immediately preceding the awards has been used to determine the fair value of the Units on the award date.

### 3.4 Option-Based Awards and Unit-Based Awards

The following table indicates for each of the non-executive Trustees all awards outstanding at the end of financial year ended December 31, 2016 pursuant to BTB's current Unit Option Plan and previous option-based and unit-based awards. Mr. Luc Martin is a Non-Participating Independent Trustee of BTB and as such does not receive any option-based awards.

Name	Option-based Awards				Unit-based Awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of Units that have not vested	Market or payout value of unit-based awards that have not vested (\$)	Market or payout value of unit-based awards that have vested (but not paid or distributed) <sup>(4)</sup> (\$)
Lucie Ducharme <sup>(1)</sup>	0	N/A	N/A	N/A	N/A	N/A	18,922
Claude Garcia <sup>(2)</sup>	0	N/A	N/A	N/A	N/A	N/A	N/A
Jean-Pierre Janson	0	N/A	N/A	N/A	N/A	N/A	N/A
Sylvie Lachance	0	N/A	N/A	N/A	N/A	N/A	N/A
Luc Lachapelle	0	N/A	N/A	N/A	N/A	N/A	N/A
Luc Martin <sup>(3)</sup>	0	N/A	N/A	N/A	N/A	N/A	N/A
Fernand Perreault	0	N/A	N/A	N/A	N/A	N/A	N/A
Peter Polatos	0	N/A	N/A	N/A	N/A	N/A	N/A
Jocelyn Proteau	0	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Until June 2016, Mrs. Ducharme was a non-beneficiary independent trustee. Up to that date, by reason of her status, she was not granted any unit purchase option. Since June 2016, she is now eligible to the unit purchase option grants. However, no unit options were granted to trustees by BTB since that date.
- (2) Mr. Garcia's mandate terminated on June 14, 2016.
- (3) Independent and Non-Participating Trustee of BTB.
- (4) Value of the Units based on the December 31, 2016 Unit closing price (\$4.47).

### 3.5 Value Vested or Earned on Incentive Plan Awards During the Most Recent Completed Fiscal Year

The following table indicates for each of the non-executive Trustees, the value on vesting of all option and unit based awards during the 2015 financial year.

Name	Option-based awards Value vested during the year (\$)	Unit-based awards Value vested during the year (\$) <sup>(4)</sup>	Non-equity incentive plan compensation Value earned during the year (\$)
Lucie Ducharme <sup>(1)</sup>	N/A	18,958	N/A
Claude Garcia <sup>(2)</sup>	N/A	N/A	N/A
Jean-Pierre Janson	N/A	N/A	N/A
Sylvie Lachance	N/A	N/A	N/A
Luc Lachapelle	N/A	N/A	N/A
Luc Martin <sup>(3)</sup>	N/A	N/A	N/A
Fernand Perreault	N/A	N/A	N/A
Peter Polatos	N/A	N/A	N/A
Jocelyn Proteau	N/A	N/A	N/A

(1) Until June 2016, Mrs. Ducharme was a non-beneficiary independent trustee.

(2) Mr. Garcia's mandate terminated on June 14, 2016.

(3) Independent and Non-Participating Trustee of BTB.

(4) The volume average trading price on the five (5) trading days immediately preceding the awards has been used to determine the fair value of the Units on the award date.

## PART 4 STATEMENT OF EXECUTIVE COMPENSATION

The Human Resources and Governance Committee (“**HRGC**”) assists the Board of Trustees in the performance of its human resources and compensation duties. The Committee sets up and oversees the policies and practices respecting the compensation of BTB.

### 4.1 Objectives

BTB's executive compensation programs are designed to attract, motivate and retain management. It is made up of base salaries, short-term incentives in the form of cash bonus opportunities and perquisites, and long-term incentives in the form of participation in the different incentive plans. The various components of BTB's Executive Compensation Program are designed to play a role in the following objectives, notably:

1. Providing a fair and competitive level of compensation on the market for comparable positions;
2. Retaining and motivating its Executive Officers who are critical to BTB's short and long-term success;
3. Rewarding performance and contribution, both on an individual basis and with respect to BTB in general; and
4. Reinforcing the relationship between the Unitholders' interests and the compensation and responsibility of BTB's Executive Officers.

The purpose of BTB's executive compensation programs are to align the position of the overall compensation offered to the Executive Officers with that offered by a benchmark group. It is also designed to position the overall compensation offered to each Executive Officer compared to that offered to the other officers in order to ensure internal equity.

The total compensation of each Executive Officer is based on his responsibilities, BTB's performance, his experience, his personal performance and market practices.

## 4.2 Relationship of Executive Compensation to Risk

BTB designed its executive compensation programs to provide an appropriate balance of risk and reward in relation to its overall business strategy. BTB also has in place several policies and practices which are designed to mitigate risk. For example, incentive plans have been designed to focus on the long-term, and hedging strategies on the Trust's securities are prohibited. These policies apply to Executive Officers of BTB.

BTB's executive compensation programs incorporate safeguards that are intended to limit BTB's risk exposure. These risk mitigation practices include, but are not limited to, the following:

- ensuring compensation plans, programs and policies for Executive Officers are aligned to the achievement of BTB's strategic objectives;
- ensuring both short (STIP) and long-term incentive plans (LTIP) incorporate capped or maximum payout levels;
- ensuring that the STIP is linked to the profitability of BTB, including a threshold level of financial performance that must be achieved before any STIP awards are paid out;
- regularly completing a market compensation review to ensure the plans continue to be competitive and appropriate;
- the HRGC approves the STIP awards criteria and reviews each incentive compensation plan and has the discretion to recommend to the Board adjustments to individual incentive awards, as appropriate.

## 4.3 Independent Outside Compensation Advisors

The HRGC has the authority to retain the services of any outside independent consultants in the performance of its duties and to provide information required about trends and practices in the reference group with respect to compensation policies and programs as well as observations on the compensation of Executive Officers and other officers of BTB.

For fiscal years 2015 and 2016, the HRGC has retained the services of Hexarem to assist it with respect to the compensation of the two main Executive Officers of BTB. Based on their report and on its own evaluation, the HRGC has proposed amendments to the compensation of those Executive Officers for the years 2015 and 2016. For 2016 fiscal year, BTB incurred fees of \$15,950 (2015 : \$8,100).

## 4.4 Reference Group

Every year, the HRGC updates the overall compensation policy to determine its competitive position *vis-à-vis* the compensation offered by the reference group.

The reference group used to determine the value of the compensation is made up of real estate investment trusts and Canadian corporations operating in the real estate sector of a comparable size and with similar activities to BTB.

### Canadian Real Estate Trusts

- Retrocom Mid-Market Reit
- Pure Industrial Reit
- Partners Reit
- Melcor Reit
- Plaza Reit
- Allied Properties Reit
- CT Reit
- Crombie Reit
- Canadian Reit

Québec listed corporations

- 5N Plus Inc.
- Colabor Group Inc.
- GDI Integrated Facility Services Inc.
- Goodfellow Inc.
- Heroux-Devtek Inc.
- HNZ Group Inc.
- Logistec Corporation
- Lumenpulse Inc.
- Manac Inc.
- Mediagrif Interactive Technologies Inc.
- MTY Food Group Inc.
- Napec Inc.
- New Look Vision Group Inc.
- Reitmans Canada Inc.
- Stingray Digital Group Inc.
- Stornoway Diamond Corp.
- Supremex Inc.
- Tembec Inc.
- TVA GROUP Inc.
- Velan, Inc.
- EXFO Inc.

**4.5 Executive Compensation Programs**

Compensation Component	Objective	Form
Base Salary	Provide fixed compensation that reflects the skills and experience of the Executive, that is also relative to the market value of the role.	Cash
Short-Term Incentive Plan (STIP)	Variable compensation to Executive Officers for their contribution to the achievement of annual business objectives and financial goals	Cash <sup>(1)</sup>
Long-Term Incentive Plan (LTIP)	Variable on compensation to Executive Officers for their contribution to the achievement of financial targets and the increase in value for Unitholders.  Align the interest of Executive Officers with the achievement of BTB's long-term business objectives and the interest of Unitholders.	<ul style="list-style-type: none"> <li>– Unit Option Plan</li> <li>– Restricted Unit Plan</li> <li>– Employees Unit Purchase Plan</li> </ul>
Benefits	Promote general wellness and preventative care	<ul style="list-style-type: none"> <li>– Health and dental insurance</li> <li>– Life and accidental death and dismemberment insurance</li> <li>– Employee-paid long-term disability</li> </ul>
Perquisites	Provide market competitive perquisites to certain Executive Officers	<ul style="list-style-type: none"> <li>– Annual car allowance</li> <li>– Paid parking</li> <li>– Annual medical assessment</li> </ul>

(1) BTB has a Deferred Unit Plan pursuant to which Executive Officers may elect to receive all or part of their Annual Short-Term Incentive Plan in Deferred Units. See Deferred Unit Plan.

The benefits and perquisites represent a minimal portion of the total annual compensation of the Executive Officers. BTB has no retirement plan for its Executive Officers.

**4.6 Base Salary**

The overall objective of base salaries paid to BTB's Executive Officers is to provide fixed compensation that reflects the skills and experience that each Executive must possess to make meaningful contributions to BTB.

Base salaries are reviewed on an annual basis by the HRGC to ensure salaries appropriately recognize an Executive’s level of responsibility, experience and performance. The HRGC’s annual review of each Executive’s base salary takes the following into consideration:

- the Executive Officer’s experience, knowledge, performance and potential; and
- total compensation for each Executive.

Before making a recommendation to the Board for a salary increase, the HRGC compares the Executive Officer’s salary with those paid on the market, as well as his experience and performance.

**4.7 Short-Term Incentive Plan (STIP)**

Pay for performance is an important underlying principle of BTB’s executive compensation philosophy, which the management of BTB intends to develop. These short-term incentives, if applicable, are paid shortly following the year in which they are earned. Members of the management team could receive, further to achieving or surpassing the operational and financial objectives of BTB for a given period, a bonus or another form of compensation. The STIP target is expressed as a percentage of the base salary. In order to be entitled to the bonus, the Executive Officers would have to achieve the triggering factor, which is reaching an operational target at the end of the fiscal year.

The operational target constituting the trigger of fiscal 2016 was the achievement of a minimum threshold of net operating profit of 54% of the real estate portfolio held January 1, 2016. This minimum threshold has been reached.

Conditional on the achievement of the trigger, the HRGC has set the following objectives for the calculation and payment of the STIC:

Specific Targets for the President and Chief Executive Officer and for the Vice President and Chief Financial Officer	Weighting	Results
1) Adjusted funds from operations per unit issued January 1st, 2016 on the real estate portfolio at that date: <ul style="list-style-type: none"> <li>• less than 43.3¢: 0%</li> <li>• 45.5¢ and more: 10%</li> <li>• for each additional 2¢: 5%</li> </ul>	25%	13.75%
2) Decrease of total indebtedness as at December 31, 2016 : <ul style="list-style-type: none"> <li>• Decrease to 70.5% : 10%</li> <li>• Decrease to 70.0% : 15%</li> <li>• Decrease to 69.5 % : 20%</li> <li>• Decrease to less than 69.5 %: 2% for each 0.1 % with a maximum of 25%</li> </ul>	25%	25%
3) Occupancy rate of the portfolio held as of January 1st, 2016 <ul style="list-style-type: none"> <li>a) less than 90.0%: 0%</li> <li>b) 90.6%: 10%</li> <li>c) 91.0%: 15%</li> <li>d) 91.5% and + : 25%</li> </ul>	25%	8.33%
4) Management's assessment of real estate portfolio purchase opportunities and purchase and / or merging opportunities with other real estate companies	15 %	0%
5) Discretionary assessment by the Board of Trustees about management’s accomplishments -	10 %	2.92%
	<b>100%</b>	<b>50%</b>

For fiscal 2016, the President and Chief Executive Officer has received a bonus of \$132,651 and the Vice President and Chief Financial Officer has received a bonus of \$47,000.

(1) The objectives are subject to a graduated scale.

### Specific Targets of the other Executive Officers

The President and Chief Executive Officer assign to each of the other Executive Officers individual and departmental targets.

The STIP bonus for the Vice President, Property Management is not expressed as a percentage of base salary but with respect to a maximum amount of her base salary. The actual Vice President, Property Management joined BTB in July 2016.

The STIP bonus of the Vice President Leasing is computed on the basis of the monetary value of the vacant area leased during the year and is similar to a commission paid on the value of leased areas. The bonus is not subject to a target.

The following short term incentive bonuses were paid to the Executive Officers. The following table presents for each Executive Officer the target bonus percentage and the percentage corresponding to the results achieved for fiscal 2016:

Name	Incentive Bonus	Target Bonus	Percentage Corresponding to the Result Achieved
Michel Léonard, President and Chief Executive Officer	\$132,651	50%	50%
Benoit Cyr, Vice President and Chief Financial Officer	\$47,000	40%	50%
Dominic Gilbert, Vice President Leasing	\$49,783	N/A	N/A

## 4.8 Long-Term Incentive Plans (LTIP)

### 4.8.1 Unit Option Plan

BTB has adopted a unit option plan (the "**Unit Option Plan**"). Options are granted pursuant to the Unit Option Plan at the discretion of the Board of Trustees upon recommendation by the HRGC. In addition, the Unit Option Plan is designed to encourage the achieving of BTB's growth objectives.

The Trustees may, from time to time, in their discretion, and in accordance with the requirements of the TSX, grant non-transferable unit options and other security based compensation to the Trustees, Executive Officers, employees and consultants of BTB, provided that the number of Units issued to insiders under the Unit Option Plan, the Restricted Unit Plan, the Deferred Unit Plan and other security-based compensation arrangements shall not exceed 10% of the number of Units issued and outstanding at any time.

No option has been granted in 2016 to Executive Officers.

### 4.8.2 Restricted Unit Plan

The Eligible Persons may participate in the Restricted Unit Plan. "Eligible Persons" under the Restricted Unit Plan consist of all senior management and key employees of BTB and its affiliates eligible to receive awards under the Plan (the "**Participant**"). Eligibility to participate does not automatically confer upon any individual a right to receive an award of restricted units ("**RUs**") pursuant to the Plan. The RUs that are granted to a Participant are not transferable. The objective of the Plan is to engage Executive Officers in the achievement of the objectives of BTB's long-term growth and to align their interests with those of the Unitholders.

Annually, the HRGC reviews and recommends to the Board the target assigned and if applicable, the performance criteria for the threshold. Allocations are normally made at the beginning of the following year.

The target of the Restricted Unit Plan is expressed as a percentage of base salary and is fixed for Executive Officer based on the existing practices on the market for similar positions.

The target applicable to Executive Officers and the allocations for 2016 are as follows:

	Allocation Value	Percentage of Target Allocation	Results Obtained
Michel Léonard	\$132,651	25%	100%
Benoit Cyr	\$47,000	20%	100%
Dominic Gilbert	\$21,420	15%	100%

Each RU is equivalent in value to a Unit, credited on BTB's books. Unless otherwise specified when granting an award to a Participant, for 2014, one third (1/3) of each RU duly granted to a Participant shall vest and be settled in Units two (2) years following the grant date and two thirds (2/3) shall vest and be settled in Units three (3) years following the grant date. For 2015 and after such date, one hundred percent (100%) of each RU duly granted to a Participant shall vest and be settled in Units three (3) years following the grant date.

At the beginning of fiscal years 2015, 2016 and 2017, the HRGC proceeded to grant the following discretionary awards to all eligible employees based on the price of the Units at the end of each fiscal year:

- Related to 2014 results: 36,885 Restricted Units
- Related to 2015 results: 49,746 Restricted Units
- Related to 2016 results: 49,540 Restricted Units

#### 4.8.3 Employees Unit Purchase Plan

Participants under the Employees Unit Purchase Plan consist of all designated employees of BTB and its affiliates which are eligible to receive Units under the Unit Purchase Plan for Employees. Participants may contribute, each year, pursuant to the following limits:

- i) a maximum of seven percent (7%) of the base salary for an employee having five (5) years and more of experience with BTB;
- ii) a maximum of five percent (5%) of the base salary for an employee having three (3) years to less than five (5) years of experience with BTB;
- iii) a maximum of three percent (3%) of the base salary for an employee having one (1) year to less than three (3) years of experience with BTB.

Upon the Participant providing BTB with proof of purchase, BTB shall issue from treasury as soon as possible during the year but no later than within sixty (60) days of the end of the calendar year, one (1) Unit for each two (2) Units purchased on the secondary market by the Participant or through payroll deductions. Transaction fees regarding the purchase of Units by the employees or on their behalf are fully assumed by BTB. Units issued by BTB to the Participants are immediately vested.

In 2016, three Executive Officers contributed to the maximum authorized under the plan.

#### 4.8.4 Deferred Unit Plan

The eligible beneficiary are given the right to elect to be a Participant of the Deferred Unit Plan. A Participant may be paid between fifty percent (50%) and one hundred percent (100%) of the annual retainers paid by BTB to that Trustee or any portion of the STIP paid by BTB to an employee in a calendar year for services on the Board of Trustees or to BTB, together with committee fees, additional fees and retainers to committee chairs (collectively the "Fees") in the form of deferred units ("Deferred Units") in lieu of cash.

In 2016, one Participant elected to receive part of the STIP in Deferred Units.

#### 4.9 Performance Graph

The following graph compares the cumulative Unitholder return on a \$100 investment in Units of BTB since June 7, 2012 with a cumulative total Unitholder return on the S&P/TSX Composite Index and the S&P/TSX Capped REIT Index for the same period assuming reinvestment of all distributions.

##### 4.9.1 Relative Performance



##### 4.9.2 Summary of total performance

	June 7, 2012	December 31, 2012	December 31, 2013	December 31, 2014	December 31, 2015	December 31, 2016
1. Total performance - BTB	100.00%	97.38%	111.24%	128.70%	131.34%	146.20%
2. Total performance - S&P/TSX	100.00%	109.26%	123.46%	136.49%	125.13%	151.51%
3. S&P/TSX Capped REIT Index Total Return	100.00%	107.75%	101.80%	112.34%	107.12%	126.00%

The analysis of overall compensation trend shows that value of the compensation paid to BTB's Named Executive Officers has increased over the last few years taking into account the size of BTB and the establishment of a long-term incentive plan.

For 2013 to 2016 fiscal years, BTB has ranked amongst the best real estate companies and real estate investment trusts in terms of total performance for investors within a group of over 50 real estate companies in Canada and outpacing considerably the S&P/TSX Capped REIT Index.

#### 4.10 Summary Compensation Table

Under applicable securities legislation, BTB is required to disclose certain financial and other information relating to the compensation of its Executive Officers.

The following table provides information for the three most recent financial periods ended December 31, regarding compensation paid to, or earned by, the Chief Executive Officer, the Chief Financial Officer and the most-highly compensated Executive Officers of BTB other than the Chief Executive Officer and Chief Financial Officer whose total salary and bonus exceeded \$150,000 on December 31, 2016 (the “Named Executive Officers”).

Name and principal position	Year	Salary (\$)	Unit-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) <sup>(2)</sup>	Total Compensation (\$)
					Annual incentive plans	Long-Term incentive plans			
Michel Léonard President and Chief Executive Officer	2016	524,101	152,932	0	132,651	N/A	N/A	---	809,6847
	2015	520,200	121,099	0	205,479	N/A	N/A	---	846,778
	2014	510,000	110,702	0	193,800	N/A	N/A	---	814,502
Benoit Cyr Vice President and Chief Financial Officer	2016	235,000	55,649	0	47,000	N/A	N/A	---	337,649
	2015	227,500	54,822	0	74,260	N/A	N/A	---	356,582
	2014	210,000	45,771	0	63,840	N/A	N/A	---	319,611
Dominic Gilbert Vice President Leasing <sup>(3)</sup>	2016	142,683	24,953	0	49,783	N/A	N/A	---	217,419
	2015	140,000	22,913	0	12,000	N/A	N/A	---	174,913
	2014	130,000	17,550	0	9,750	N/A	N/A	---	157,300

(1) The volume weighted average price of five (5) working days immediately preceding the award date was used to determine the fair value of the units at the award date.

(2) The other benefits are not reported since they are not in the aggregate worth at least \$50,000 or worth 10% or more of the total salary of the year.

(3) Mr. Gilbert took office as Vice President Leasing on July 11, 2016.

#### 4.11 Incentive Plan Awards

##### *Outstanding Option-Based Awards, Unit-Based Awards and Restricted Unit-Based Awards*

The following table indicates for each of the Named Executive Officers all awards outstanding at the end of financial year ended December 31, 2016.

Name	Option-based Awards				Unit-based Awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of Units that have not vested	Market or payout value of unit-based awards that have not vested (\$) <sup>(1)</sup>	Market or payout value of unit-based awards that have vested (but not paid or distributed) (\$) <sup>(1)</sup>
Michel Léonard President and Chief Executive Officer	0	N/A	N/A	N/A	70,221	313,888	35,036
Benoit Cyr Vice President and Chief Financial Officer	0	N/A	N/A	N/A	28,207	126,085	14,429
Dominic Gilbert Vice President Leasing <sup>(2)</sup>	0	N/A	N/A	N/A	12,717	56,845	6,696

(1) Value of the Units based on December 31, 2016 closing price (\$4.47).

(2) Mr. Gilbert took office as Vice President Leasing on July 11, 2016.

#### 4.12 Value Vested or Earned on Incentive Plan Awards During the Most Recent Completed Fiscal Year

The following table indicates for each of the Named Executive Officers, the value on vesting of all awards during the 2016 financial year.

Name	Option-based awards Value vested during the year (\$)	Unit-based awards Value vested during the year <sup>(1)</sup>	Non-equity incentive plan compensation Value earned during the year
Michel Léonard President and Chief Executive Officer	N/A	\$88,714	\$132,651
Benoit Cyr Vice President and Chief Financial Officer	N/A	\$37,290	\$47,000
Dominic Gilbert Vice President Leasing <sup>(2)</sup>	N/A	\$8,675	\$49,783

(1) Calculated based on the number of units vested multiplied by the volume weighted average price of five (5) working days immediately preceding the vest date.

(2) Mr. Gilbert took office as Vice President Leasing on July 11, 2016.

#### 4.13 Gains Realized upon Exercise of Unit Purchase Options in Fiscal 2016

No options were exercised by the Named Executive Officers during the financial year ended December 31, 2016.

#### 4.14 Benefits in Case of Termination or Change of Control

Michel Léonard, President and Chief Executive Officer and Benoit Cyr, Vice President and Chief Financial Officer of BTB, have entered into employment agreements with BTB.

##### 4.14.1 President and Chief Executive Officer

Under his employment contract (the “**Employment Contract**”), Mr. Michel Léonard is entitled to receive an annual base salary and participate in the long-term incentive bonus as part of the equity-based incentive plan. He participates in any benefit plan, short-term incentive plan, and distribution reinvestment plan made available by BTB from time to time. His base salary is \$541,216 as of January 1<sup>st</sup>, 2017 and is reviewed annually.

The employment contract provides that if BTB terminates the CEO’s employment “without cause” and where a “Change of control” has not occurred, BTB will pay Mr. Léonard: (i) an amount equal to two years of his annual base salary and related benefit plan; (ii) an amount equal to two times the highest of the following amounts, being: the average annual bonus paid for the three (3) fiscal years preceding the termination of employment or an evaluation of the bonus payable for the fiscal year during which the termination of employment has occurred.

In addition, the employment contract provides that if the termination of employment occurs following a “Change of Control” of BTB, BTB will, in addition to the above described amounts, ensure that the options and awards granted in virtue of the Unit Option Plan and the Restricted Unit Plan which are not yet vested be immediately vested.

“Change of Control” means the occurrence of one of the following events occurring with or without the prior approval of a majority of the Trustees of the Trust:

- i) An arrangement, amalgamation, reorganisation or business consolidation pursuant to which the securities of the Trust representing more than 25% of the voting rights in circulation (on an entirely diluted basis) are issued or transferred to holders which are different from those that held such securities immediately prior to the transaction;

- ii) The acquisition, directly or indirectly, of a beneficial interest in a bloc representing more than 25 % of the voting rights attached to the units issued by the Trust;
- iii) The exercise of the voting rights attached to the issued securities of the Trust resulting in the election of a majority of Trustees that were not candidates for the position of trustee, elected or appointed trustee by the majority of trustees in place immediately prior to this event;
- iv) The sale, exchange or other disposition of all or substantially all of the assets of the Trust; or
- v) The liquidation or dissolution of the Trust.

#### **4.14.2 Vice President and Chief Financial Officer**

As Vice President and Chief Financial Officer (the “CFO”) Benoit Cyr is, in accordance with its employment conditions, entitled to receive an annual base salary reviewed annually in accordance with BTB’s overall compensation policy for Executive Officers and of its employment contract effective July 1, 2013. His annual salary as of January 1<sup>st</sup>, 2017 is \$260,000 and is reviewed annually. He is also entitled to participate in the equity-based long-term incentive plans. He participates in any benefit plan, in the short-term incentive plan, and in the distribution reinvestment plan made available by BTB from time to time.

The employment contract provides that if BTB terminates the CFO’s employment “without cause” and where a “Change of control” has not occurred, BTB will pay Mr. Cyr: (i) an amount equal to one year of his annual base salary and related benefit plan; (ii) an amount equal to the highest of the following amounts, being the average annual bonus paid for the three (3) fiscal years preceding the termination of employment an evaluation of the bonus payable for the fiscal year during which the termination of employment has occurred.

In addition, the employment contract provides that if the termination of employment occurs following a “Change of Control” of BTB, BTB will, in addition to the above described amounts, ensure that the options and awards granted in virtue of the Unit Option Plan and the Restricted Unit Plan which are not yet vested be immediately vested.

“Change of Control” means the occurrence of one of the following events occurring with or without the prior approval of a majority of the Trustees of the Trust:

- i) An arrangement, amalgamation, reorganisation or business consolidation pursuant to which the securities of the Trust representing more than 50% of the voting rights in circulation (on an entirely diluted basis) are issued or transferred to holders which are different from those that held such securities immediately prior to the transaction;
- ii) The acquisition, directly or indirectly, of a beneficial interest in a bloc representing more than 50% of the voting rights attached to the units issued by the Trust;
- iii) The exercise of the voting rights attached to the issued securities of the Trust resulting in the election of a majority of Trustees that were not candidates for the position of trustee, elected or appointed trustee by the majority of trustees in place immediately prior to this event;
- iv) The sale, exchange or other disposition of all or substantially all of the assets of the Trust; or
- v) The liquidation or dissolution of the Trust.

#### 4.14.3 Summary of allocations

The following table sets out an estimate of the termination without cause payments that would be paid to the President and Chief Executive Officer and to the Vice President and Chief Financial Officer, and following a “Change of Control” under the circumstances described above, assuming the “Change of Control” took place on January 1, 2017.

Name	Termination Without Cause	Termination Following a Change of Control
Michel Léonard	\$1,644,208	\$1,941,112
Benoit Cyr	\$382,781	\$501,548

#### 4.15 Gender Diversity in Executive Positions at BTB

There are four Executive Officers who are directly employed by BTB, and one of them is a woman. BTB has not adopted a policy relating to the level of representation of women in executive officer positions. If and when the executive team is required to grow or the incumbents are replaced, BTB will follow a balanced approach in identifying the factors to be considered when determining the make-up of its executive team. These factors include experience, leadership capabilities, innovative thinking, strategic agility and gender diversity.

### PART 5 EQUITY COMPENSATION PLANS

The following table provides details of compensation plans under which equity securities of BTB were authorized for issue in respect of the financial year ended December 31, 2016. See note 15 of the Consolidated Financial Statements of BTB for the year ended December 31, 2016.

Plan Category	Number of Securities to be Issued Upon Exercise of Options and Units Under Security-Based Compensation Plans	Weighted-Average Price of Outstanding Options,	Number of Securities Remaining Available for Future Issue Under the Option and other Security-Based Compensation Plans
Equity Incentive Plans approved by the Unitholders	142,958	N/A	3,225,260

There are currently 42,521,078 Units issued and outstanding. No Unit Purchase Option is currently issued and outstanding. A maximum of 10% of the issued and outstanding Units may be reserved for issuance from time to time under the Unit Option Plan and the Deferred Unit Plan.

To remain effective, the Unit Option Plan must be confirmed by Unitholders every three (3) years at an annual meeting of the Unitholders following the June 16, 2015 annual meeting.

To remain effective, the Deferred Unit Plan must be confirmed by Unitholders every three (3) years at an annual meeting of the Unitholders following June 16, 2015 annual meeting.

The Unit Option Plan is described in Schedule A attached hereto.

The Deferred Unit Plan is described in Schedule B attached hereto.

The Restricted Unit Plan is described in Schedule C attached hereto.

The Employees Unit Purchase Plan is described in Schedule D attached hereto.

## **PART 6 INDEBTEDNESS OF TRUSTEES, EXECUTIVE OFFICERS AND EMPLOYEES**

As at May 11, 2017, no current or former Trustee, Executive Officer or employee of BTB or of any of its subsidiaries, as applicable, is indebted to BTB or any of its subsidiaries, nor has the indebtedness of any of them to another entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or undertaking provided by BTB or any of its subsidiaries.

## **PART 7 LIABILITY INSURANCE**

BTB provides insurance for the benefit of the Trustees and Executive Officers against liability incurred by them in such capacities. The current annual policy limit is ten million dollars. For the policy year from February 1, 2016 to February 1, 2017, BTB paid an annual premium of \$24,525. Under the policy, each entity which is an affiliate of BTB has reimbursement coverage to the extent that it has indemnified Trustees, directors or Executive Officers of such entity. As at May 11, 2017, no claim has ever been presented and no amount has ever been paid under such policy.

## **PART 8 INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

The Contract of Trust contains provisions relating to conflicts of interest designed to protect the Unitholders without, however, placing undue restrictions on BTB. Since the Trustees could carry on various real estate transactions and other activities, the Contract of Trust contains provisions requiring that each Trustee disclose any interest in a material contract or transaction with BTB (or an affiliate of BTB). Any Trustee who has so disclosed an interest may not vote on a resolution with a view to approving a contract or a transaction, except in restricted circumstances.

Other than in connection with the Arrangement and as set out herein, no informed person of BTB nor any proposed nominee for election as a Trustee of BTB nor any associate or affiliate of such persons, has had any material interest, direct or indirect, in any transaction or any proposed transaction since the commencement of BTB's last financial year or in any transaction or proposed transaction which has materially affected or would materially affect BTB or any of its subsidiaries.

## **PART 9 STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* and Regulation 52-110 *Respecting Audit Committees*, as applicable to BTB (collectively, the "**Governance Guidelines**") deal with matters such as the constitution and independence of the boards of directors of corporations or other reporting issuers, their functions, the effectiveness and education of board members, and other items dealing with sound corporate governance practices. BTB and the Board of Trustees recognize the importance of corporate governance to the effective management of BTB and to the protection of its employees and Unitholders, as a whole.

BTB's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of BTB are effectively managed so as to enhance Unitholder value. The Board of Trustees fulfils its mandate directly and through its committees at regularly scheduled meetings or as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending on the state of BTB's affairs and in light of opportunities or risks which BTB faces. The Trustees are kept informed of BTB's operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise. BTB continues to monitor developments in Canada with a view to further revising its governance policies and practices, as appropriate.

As is the case with BTB, each reporting issuer must establish its governance practices annually and the following is a description of BTB's corporate governance practices, which has been suggested or developed, in accordance with the Governance Guidelines, by the Board of Trustees.

### **9.1 The Board of Trustees**

The governance, investment guidelines and operating policies of BTB are governed by a Contract of Trust and supervised by the Board of Trustees. The Board of Trustees may delegate some of its powers with respect to good governance to the Human Resources and Governance Committee. See “Human Resources and Governance Committee”.

As of this date, eight (8) out of nine (9) members, being Lucie Ducharme, Sylvie Lachance, Jean-Pierre Janson, Luc Lachapelle, Luc Martin, Fernand Perreault, Peter Polatos and Jocelyn Proteau, who is the Chairman of the Board, are independent within the meaning of the Contract of Trust and the Governance Guidelines and hold periodic meetings to review the business operations, governance and financial results of BTB without the presence of management. Mr. Michel Léonard is not independent as he is an Executive Officer of BTB.

To facilitate the functioning of the board independently of management, the following structures and processes are in place:

- a non-executive Chairman of the Board has been appointed;
- a majority of the Board of Trustees are non-management members;
- independent committees may be appointed from time to time, when appropriate.

### **9.2 Position Descriptions**

Written position descriptions have been developed by the Board of Trustees for the Chief Executive Officer, the Chief Financial Officer. The mandates of the Chairman of the Board, of the Chairman of the Investment Committee, of the Chairman of the Audit Committee and of the Chairman of the Human Resources and Governance Committee are specified by the charter of their respective committee.

The roles and responsibilities of the aforementioned positions are reviewed and approved by the Board of Trustees with the assistance of the Human Resources and Governance Committee.

### **9.3 Role and Responsibilities of the Chairman of the Board of Trustees**

The Chairman of the Board of Trustees is responsible for the overall governance of BTB. To that effect, he must ensure that BTB upholds the highest regulatory standards with regard to this issue. He must be available to answer any demand or expectations expressed by any regulatory authority.

Besides presiding all board meetings, he attends different committees of the Board.

He acts as the link between the members of the Board of Trustees and the Executive Officers; as such, he ensures that following each board meeting, all expectations, objectives and recommendations of the Board are transmitted to the Executive Officers.

Finally, he represents BTB whenever required, in the context of discussions and negotiations with financial institutions for new offerings.

#### 9.4 Meetings of the Board of Trustees and Committees

Between January 1st, 2016 and December 31, 2016, the number of board and committee meetings the Trustees attended is as follows:

Trustee	Board of Trustees	Audit Committee	Investment Committee <sup>(1)</sup>	Human Resources and Governance Committee
Lucie Ducharme <sup>(2)</sup>	10/10	4/4	N/A	4/4
Claude Garcia <sup>(3)</sup>	2/4	1/2	N/A	1/2
Jean-Pierre Janson	9/10	N/A	N/A	4/4
Sylvie Lachance	10/10	N/A	2/2	N/A
Luc Lachapelle <sup>(4)</sup>	8/10	3/4	1/2	4/4
Michel Léonard	10/10	N/A	N/A	N/A
Luc Martin <sup>(5)</sup>	5/6	2/2	N/A	N/A
Fernand Perreault	10/10	N/A	2/2	N/A
Peter Polatos	9/10	N/A	2/2	N/A
Jocelyn Proteau	10/10	4/4	N/A	4/4

(1) The independent Trustees of the Board met, when necessary, without the presence of Mr. Michel Léonard or other members of management.

(2) Member of the Human Resources and Governance Committee since April 4, 2016 in replacement of Mr. Claude Garcia.

(3) Mr. Claude Garcia's mandate terminated on June 14, 2016.

(4) As Secretary of BTB, Mr. Lachapelle participates at every meeting of all the Committees.

(5) Mr. Luc Martin was elected as a trustee on June 14, 2016.

#### 9.5 Other Public Company Directorships/Committee Appointments

The following table provides details regarding directorships presently held by Trustees in other reporting issuers in Canada and in a foreign jurisdiction.

Name	Reporting Issuer	Name of Exchange or Market (as the case may be)	Position	From	To
Jean-Pierre Janson	Midland Exploration Inc.	TSX Venture Exchange	Chairman of the Board and Director	February 2007	Present
	Tri Origin Exploration Ltd	TSX Venture Exchange	Director	May 2004	Present
Jocelyn Proteau	Richelieu Hardware Ltd	Toronto Stock Exchange	Chairman of the Board and Director	April 2005	Present
	CO <sub>2</sub> Solution Inc.	TSX Venture Exchange	Director	April 2007	Present

#### 9.6 Board of Trustees' Mandate

##### 9.6.1 The Board of Trustees

The Board is responsible for supervising the management of BTB and monitoring management in order to foster the short and long-term success of BTB and is accountable to BTB's Unitholders. The Board of Trustees exercises its responsibility both directly and through the Audit Committee, the Investment Committee and Human Resources and Governance Committee.

The Trustees' powers and duties are outlined in Section 4 of the Contract of Trust, a copy of which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **9.6.2 Code of Ethics**

The Board of Trustees adopted a Code of Ethics for Trustees and Executive Officers of BTB, and its subsidiaries. This Code is available on SEDAR and on BTB's website.

The Board of Trustees also takes steps to ensure that the Trustees, Executive Officers and employees exercise independent judgment in considering transactions and agreements in respect of which a Trustee, Executive Officer or employee of BTB has a material interest, which includes ensuring that the Trustees, Executive Officers and employees are thoroughly familiar with the rules concerning reporting conflicts of interest and obtaining instructions from their supervisor or the Chief Executive Officer regarding any potential conflicts of interest.

Certain items, such as the acquisition of a building or an investment therein, are subject to the approval of the independent Trustees by way of a vote cast at a meeting of the Trustees.

The Board of Trustees encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to Trustees, Executive Officers and employees to help them recognize, and deal with, ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Annually, following their appointment, the Trustees must individually undertake to act in accordance with the rules and obligations set out in the Code of Ethics, by signing a form provided for this purpose.

The Board of Trustees granted no derogation from the Code of Ethics.

### **9.6.3 Appointment of Trustees**

The Human Resources and Governance Committee is charged with overseeing the recruitment and selection of candidates as Trustees for appointment to the Board. The process by which the Human Resources and Governance Committee identifies new candidates is by taking into account the following considerations: (a) the competencies and skills which the Board, as a whole, should possess; (b) the competencies and skills that each existing Trustee possesses; (c) the competencies and skills each new nominee will bring to the Board; and (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

Annually, a few months before the annual meeting, the Chairman of the Board of Trustees exchanges with the members of the Human Resources and Governance Committee on the purpose of recommending changes to the composition of the Board.

If the Committee decides to propose to the Board and ultimately to the Unitholders one or a few changes, the Board receives recommendations from the Chairman as to the possible candidates corresponding to the criteria retained by the Committee.

The Chairman of the Board is ultimately responsible for communicating with the potential candidates, to verify their level of interest and ultimately their capacity to satisfy the criteria.

### **9.6.4 Compensation**

The Human Resources and Governance Committee determines appropriate compensation for the Trustees and Executive Officers of BTB. The process by which appropriate compensation is determined is through periodic and annual reports on BTB's overall compensation and benefits philosophies with such compensation realistically reflecting the responsibilities and risks of such positions.

The Human Resources and Governance Committee's responsibilities also include reviewing and making recommendations regarding any equity or other compensation plan and regarding the total compensation package of the Chief Executive Officer and the other executive officers, considering and approving the recommendations of

the Chief Executive Officer regarding the total compensation and benefits philosophies and programs for Executive Officers and employees and preparing and recommending to the Board of Trustees annually a “Statement of Executive Compensation” as included in BTB’s Management Information Circular.

Human Resources and Governance Committee can retain the services of independent external advisors called to support him in the exercise of its functions and to provide him with the necessary information on the trends and practices of its reference group regarding its policies and compensation programs as well as observations relating to the positioning of the compensation of BTB’s Executive Officers and Trustees.

#### **9.6.5 Orientation and Continuing Education**

The Human Resources and Governance Committee is responsible for ensuring that new Trustees are provided with an orientation and education program which will include written information about the duties and obligations of the Trustees; the business and operations of BTB and its subsidiaries; documents from recent Board meetings and opportunities for meetings and discussions with Executive Officers and other Trustees.

The Board of Trustees recognizes the importance of ongoing Trustee education and the need for each Trustee to take personal responsibility for this process. To facilitate ongoing education of Trustees, the Board, through consultation with its committees, will encourage and facilitate presentations by outside experts to the Board or its committees on matters of particular importance or emerging significance.

#### **9.6.6 Board Assessment**

The Board of Trustees has made it its practice to make ongoing and formal assessments of the performance of the Board and its committees. An evaluation of the Board of Trustees has been conducted in April 2017.

Annually, the Chairman of the Board discusses the questionnaire used for the board assessment with the members of Human Resources and Governance Committee.

Once reviewed, the Chairman provides the questionnaire to each member of the Board and receives the answers. He compiles the information and presents the report to the Committee.

The Committee presents the report to the Board with its recommendations and the action plan addressing weaknesses or improvement measures to be undertaken.

#### **9.6.7 Term of office of Trustees and other Board renewal mechanisms**

The Board of Trustees has not fixed the term of office of Trustees or planned other board renewal mechanisms since it has considered that such mechanisms were not necessary as the board is renewed regularly by the decision of certain trustees not to seek renewal of their mandate. The approach recommended by the Board was effective because three new Trustees were elected since June 2014, representing one third of the Board.

### **9.7 Human Resources and Governance Committee**

The Human Resources and Governance Committee of BTB is charged with negotiating, finalizing and otherwise handling all the compensation and assessment of any Trustee, Executive Officer or consultant of BTB, in order to promote the achievement of BTB’s strategic and financial goals. The Committee is also responsible for implementing governance procedures and guidelines and recommending nominees to the Board of Trustees.

Lucie Ducharme, Jean-Pierre Janson, and Jocelyn Proteau are all members of the Human Resources and Governance Committee, all of whom are deemed independent within the meaning of the Governance Guidelines.

### 9.8 Investment Committee

BTB empowered A&O Trust with the responsibility of overseeing the Investment Committee, which is actually composed of three members, the majority of which are considered independent and duly appointed by the Board of Trustees. The Investment Committee must, amongst other things, ensure that the ownership, acquisition and operating activities do not surpass the restrictions of the Contract of Trust, evaluate and recommend projects to acquire income producing real estate and assist the Board of Trustees and Executive Officers in determining the needs of BTB and its subsidiaries with regards to any financing, acquisition, take-over bid, merger or amalgamation.

Sylvie Lachance, Fernand Perreault and Peter Polatos are all members of the Investment Committee, all of whom are deemed to be independent within the meaning of the Governance Guidelines.

### 9.9 Audit Committee

Lucie Ducharme, Luc Lachapelle and Luc Martin are all members of the Audit Committee, all of whom are deemed to be independent within the meaning of the Governance Guidelines.

### 9.10 Representation of Women on the Board

Although the Board has not adopted a written policy regarding the identification and appointment of women to the position of Trustee and did not identify any target to that effect, two of the nine positions (22%) are currently occupied by women. BTB is indeed of the opinion that a flexible approach, coupled with a search for qualified candidates, will best serve its interests.

## PART 10 AUDIT COMMITTEE INFORMATION

BTB is required to disclose the following information in accordance with *Regulation 52-110 Respecting Audit Committees* ("52-110"). The Board of Trustees of BTB has established an Audit Committee responsible for, amongst other things, assisting in the supervision and assessment of the following items:

- The quality and integrity of the annual and interim financial statements of BTB and of the documents related thereto;
- The compliance of BTB with the requirements of applicable laws and regulations with respect to financial disclosure; and
- The competence, independence and performance of the independent auditors of BTB.

### Fees for External Auditor Services

The fees invoiced for services provided by KPMG LLP, the auditors of BTB for the last two fiscal years ended December 31, are as follows:

	2016	2015
Audit Fees <sup>(1)</sup>	\$258,000	\$238,500
Tax Fees <sup>(2)</sup>	\$81,495	\$120,970
Audit Related Fees <sup>(3)</sup>	\$52,545	\$61,250
<b>Total of Fees</b>	<b>\$392,040</b>	<b>\$420,720</b>

(1) Professional fees related to the annual audit, quarterly reviews, and professional services related to public.

(2) Professional fees related to tax return preparation, indirect taxes, and consulting fees related to REIT Rules compliance.

(3) Professional fees, audit of specific operating expenses of certain properties, and translation of continuous disclosure documents.

Information required under 52-110 including fees paid to the auditors is available in BTB's Annual Information Form (the "AIF") for the financial year ended December 31, 2016. A copy of BTB's current AIF is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **PART 11 ADDITIONAL INFORMATION**

Additional information relating to BTB can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in BTB's consolidated audited financial statements for the financial year ended December 31, 2016 and in the related Management's Discussion and Analysis which have been filed on SEDAR. Unitholders may also contact the Chief Financial Officer of BTB by telephone at 514-286-0188, ext. 230 in order to request copies of these documents.

#### **PART 12 TRUSTEES' APPROVAL**

The contents of this Management Information Circular and the sending thereof have been approved by the Trustees of BTB.

*(s) Michel Léonard*  
President and Chief Executive Officer

Montreal, Québec  
May 11, 2017

## SCHEDULE A

### UNIT OPTION PLAN

#### Description of the Unit Option Plan

The purpose of the Unit Option Plan is to further align the proprietary interests of the Trustees, senior officers, employees of BTB, Management company employees and other consultants to BTB and its subsidiaries (the “**Optionee**”) with the interests of BTB’ Unitholders in general.

The exercise price of options granted under the Unit Option Plan may not be lower than the Market Price (as defined below) of the Units on the trading day immediately preceding the date of the grant of the option. The options are exercisable for a period of up to five years from the date the option is granted.

“**Market Price**”, for the purposes of the Unit Option Plan, means, on any particular day, the market price of one (1) Unit and shall be calculated by reference to the closing price for a board lot of Units on the TSX, on that day, or if at least one (1) board lot of Units shall not have been traded on the TSX on that day, on the immediately preceding day for which at least one (1) board lot was so traded. In the event that the Units are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of such Units as determined by the Board of Trustees in its sole discretion.

The aggregate number of Units reserved for issuance at any time to any one Optionee shall not exceed five percent (5%) of the number of Units outstanding on a non-diluted basis at such time, less the total of all Units reserved for issuance to such Optionee pursuant to any other security-based compensation arrangement of BTB in a 12-month period. The aggregate number of Units reserved for issuance to insiders of BTB under the Unit Option Plan and the Deferred Unit Plan may not at any time exceed ten percent (10%) of the issued and outstanding Units. The aggregate number of Units issued to insiders under the Unit Option Plan or under any other security-based compensation arrangement of BTB in a 12-month period, may not exceed ten percent (10%) of the issued and outstanding Units. The aggregate number of Options granted to insiders in a 12-month period may not exceed ten percent (10%) of BTB’s issued and outstanding Units. The aggregate number of Units issued to consultant under the Plan within a 12-month period, may not exceed two percent (2%) of the issued and outstanding Units of BTB at the time of the grant.

An option or interest therein is personal to each Optionee and is non-assignable other than by will or in accordance with estate laws. No option granted under the Unit Option Plan shall be hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of by any Optionee on pain of nullity.

The Trustees determine the vesting period applicable to the grant of options. Generally, the options can be exercised in increments of one sixth (1/6) over a period of 18 months following the date of the grant.

An option, and all rights to purchase Units pursuant thereto, generally expire and terminate 90 day after the Optionee ceasing to be an eligible participant. The Unit Option Plan includes provisions relating to expiration of an option upon the death, permanent disability, retirement or termination of employment, position or engagement with BTB or any subsidiary of an Optionee while holding an option which has not been fully exercised. However, upon the termination of an Optionee’s employment, position or engagement with BTB otherwise than by reason of death, any option or unexercised part thereof granted to such Optionee may be exercised by him for that number of Units only which he was entitled to acquire under the option at the time of such termination or cessation and provided further that such option shall in no event expire later than the earlier of (i) the 90th day following the Optionee’s employment, position or engagement being terminated or ceased, and (ii) the expiry date of such option.

Upon the termination of an Optionee's employment, position or engagement with BTB by reason of permanent disability or normal retirement, any option or unexercised part thereof granted to such Optionee may be exercised by him for that number of Units only which he was entitled to acquire under the option at the time of such termination and provided further that such option shall in no event expire later than the earlier of (i) one year following the Optionee's, employment, position or engagement being terminated by reason of permanent disability or normal retirement, and (ii) the expiry date of such option. The provisions relating to such expiration shall be contained in the written option agreement or instrument between BTB and the Optionee.

If an Optionee dies holding an option which has not been fully exercised, his personal representatives, heirs or legatees may, at any time pursuant to the will or letters of administration of the estate of the deceased and prior to the period of time provided under the terms of the written option agreement or instrument between BTB and the Optionee for exercise of an option upon the death of the Optionee, exercise the option with respect to the unexercised balance of the Units subject to the option, but only to the same extent to which the deceased could have exercised the option immediately before the date of such death, provided that such option shall in no event expire later than the earlier of (i) one (1) year following the Optionee's death, and (ii) the expiry date of such option.

The number of Units subject to the Unit Option Plan shall be increased or decreased proportionately in the event of the subdivision or consolidation of the outstanding units of BTB, and in any such event a corresponding adjustment shall be made changing the number of Units deliverable upon the exercise of any option granted prior to such event without any change in the total price applicable to the unexercised portion of the option, but with a corresponding adjustment in the price for each unit covered by the option. In case BTB is reorganized, appropriate provisions shall be made for the continuance of the options outstanding under this Unit Option Plan and to prevent their dilution or enlargement.

Currently, the Trustees may amend or discontinue the Unit Option Plan at any time, provided, however, that no such amendment may materially and adversely affect any option previously granted to an Optionee without the consent of the Optionee, except to the extent required by law. Any such amendment shall, if required, be subject to the prior approval of, or acceptance by the TSX.

The Board of Trustees may amend or discontinue the Plan at any time without the approval of or prior notice to the Unitholders of BTB or Optionees, for any reason, including for the purposes of amendments of a "housekeeping" nature, which include, without limitation, amendments to ensure continued compliance with applicable laws, regulations, rules or policies of any regulatory authority and amendments to remove any ambiguity contained in the Unit Option Plan, provided, however, that no such amendment or amendments may increase the maximum number of Units issuable pursuant to the Unit Option Plan, change the minimum exercise price, extend the terms of the outstanding options, change or exceed the insider participation limit under the Unit Option Plan, or amend the above mentioned restrictions without obtaining the approval of the Unitholders.

## SCHEDULE B

### DEFERRED UNIT PLAN

#### Description of the Deferred Unit Plan

The Deferred Unit Plan is administered by the Governance and Human Resources Committee of the Board of Trustees. The purpose of the Deferred Unit Plan is to promote a greater alignment of interest between the Trustees and designated employees ("**Eligible Beneficiaries**") and the Unitholders.

Each Eligible Beneficiary will be given the right to elect to be a participant (a "**Participant**") of the Deferred Unit Plan. A Participant may be paid between fifty percent (50%) and one hundred percent (100%) of the annual retainers paid by BTB to that Trustee or any portion of a bonus paid by BTB to an employee in a calendar year for services on the Board of Trustees or to BTB, together with committee fees, additional fees and retainers to committee chairs (collectively the "**Fees**") in the form of deferred units ("**Deferred Units**") in lieu of cash.

The number of Deferred Units (including fractional Deferred Units) granted at any particular time pursuant to this Deferred Unit Plan will be calculated by dividing (i) the dollar amount of Fees allocated to the Participant by (ii) the Market Value (as defined below) of a Unit on the award date. "Market Value" at any date in respect to the Units means the average closing price of the Units traded on the Toronto Stock Exchange in a board lot for the five (5) trading days immediately preceding such date. In the event that there is no closing price for a board lot of Units on any day in the five (5) day period, then the average of the asked and bid prices for that day shall be substituted for the closing price.

Under no circumstances shall Deferred Units be considered Units nor entitle a Participant to any Unitholder rights, including, without limitation, voting rights, distribution entitlements (other than as set out below) or rights on liquidation. One (1) Deferred Unit is equivalent to one (1) Unit. Fractional Deferred Units are permitted under the Deferred Unit Plan.

Generally speaking, Deferred Units granted to Participants pursuant to the Deferred Unit Plan shall vest immediately. The Deferred Units credited to a Participant's Deferred Unit account may be redeemable in whole or in part for cash or in Units at the option of the Participant only when such Participant is no longer an Eligible Participant. The Deferred Units credited to a Participant's Deferred Unit account shall also be immediately redeemable by the Participant (or, where the Participant has died, his or her estate) upon the death of the Participant.

Upon payment in full of the value of a Deferred Unit, such Deferred Unit shall be cancelled.

Whenever cash distributions are paid on the Units, additional Deferred Units will be credited to the Participant's Deferred Unit account. The number of such additional Deferred Units shall be calculated by dividing (i) the amount determined by multiplying: (a) the number of Deferred Units in such Participant's Deferred Unit account on the record date for payment of such distribution; by (b) the distribution paid per Unit; by (ii) the Market Value of a Unit on the distribution payment date for such distribution, in each case, with fractions computed to four (4) decimal places. Such additional Deferred Units shall vest on the same date as the initial Deferred Units granted.

The aggregate number of Units authorized for issuance upon the redemption of Deferred Units granted under the Deferred Unit Plan together with the number of Units reserved for issuance to the Trustees, senior officers and employees of BTB pursuant to any other security-based compensation plan shall not at any time exceed ten percent (10%) of the then issued and outstanding Units. A maximum of 10% of the issued and outstanding Units of BTB may be issued to insiders in any 12-month period under all the plans or other security-based compensation Arrangements adopted by BTB. A maximum of 2% of the issued and outstanding Units at any time will be authorized for issuance upon redemption of Deferred Units. Currently, the Deferred Unit Plan authorizes a maximum of 697,740 Units for issuance upon redemption of Deferred Units.

The Trustees may amend or discontinue the Deferred Unit Plan at any time, provided, however, that no such amendment may materially and adversely affect any Deferred Unit previously granted to a Participant without the consent of the Participant, except to the extent required by law. Any such amendment shall, if required, be subject to the prior approval of, or acceptance by the TSX.

The Board of Trustees may amend or discontinue the Deferred Unit Plan at any time without the approval of or prior notice to the Unitholders of BTB or Participants, notably for the purposes of amendments of a "housekeeping" nature, which include, without limitation, amendments to ensure continued compliance with applicable laws, regulations, rules or policies of any regulatory authority and amendments to remove any ambiguity contained in the Deferred Unit Plan provided, however, that no such amendment or amendments may change or reduce the Market Value of the Deferred Units, increase the maximum number of Units, either in number or as a percent of the number of outstanding Units of BTB, issuable pursuant to the Deferred Unit Plan or reduce the term of the Deferred Units, or amend the provisions of the Deferred Unit Plan requiring Unitholders approval, without obtaining the prior approval of the Unitholders.

At the date hereof, no Deferred Unit is issued pursuant to the current Deferred Unit Plan.

Upon the death of a Participant, the value of a Deferred Unit registered to the account of such Participant shall be paid in cash to its assigns within 60 days of the date of death

The Deferred Unit Plan does not provide further restrictions on the number of Deferred Units that can be issued to insiders.

The Deferred Unit is non-assignable other than by will or in accordance with estate laws, or as provided in the letter constating the grant of the Deferred Units.

## SCHEDULE C

### RESTRICTED UNIT PLAN

#### Description of the Restricted Unit Plan

The following information is intended to be a brief description of the Plan.

On June 12, 2013, the Board of Trustees has approved the Plan pursuant to which BTB may award restricted units (an “RU” or “RUs”) to Eligible Persons. The maximum number of Units that may be issued pursuant to the Plan shall not exceed 1,192,564 Units representing 3.42% of the issued and outstanding Units of BTB at the date of the Circular. No RUs may be granted if the result would cause the total number of Units potentially issuable under the Plan, including the Units to be issued as a distribution payment on the RUs, to exceed the aggregate number of Units issuable under the Plan.

At the date hereof, 205,462 RUs has been issued under the Plan. Of such number 115,628 RUs are not vested and are outstanding as at the date of the Circular, representing 0.3% of the issued and outstanding Units of BTB.

The aggregate number of the Units: (i) issued to insiders of BTB, within any one year period; and (ii) issuable to insiders of BTB, at any time, under the Plan together with other security-based compensation arrangements of BTB, shall not exceed 10% of BTB’s total issued and outstanding Units.

The objectives of the Plan are to allow the Eligible Persons to participate in the long term success of BTB and to promote a greater alignment of their interests with those of BTB’s Unitholders. The Board of Trustees considers the Plan to be fair and in the best interests of BTB and its Unitholders.

Only the Eligible Persons may participate in the Plan. “Eligible Persons” under the Restricted Unit Plan currently consist of Trustees, senior management and key employees of BTB and its Affiliates eligible to receive awards under the Plan (the “Participant”). Eligibility to participate does not automatically confer upon any individual a right to receive an award of RUs pursuant to the Plan. The RUs that are granted to a Participant are not transferable.

Subject to the provisions of the Plan and such other terms and conditions as the Committee or the Board may prescribe, the Committee may, from time to time, award RUs to any Eligible Person. RUs shall be credited to the accounts maintained for the Participant on the books of the Trust, as of the Award Date. The number of RUs to be credited to each Participant’s account shall be determined by the Committee in its sole discretion in accordance with the Plan and having regard to the Award Market Value of the Units based on the volume weighted average trading price of the Units on the Toronto Stock Exchange (the “TSX”) on the five (5) trading days immediately preceding the Award Date.

A Participant shall receive settlement in respect of RUs recorded in the Participant’s account on the date or dates on which the Restricted Units vest.

A Participant’s accounts shall be credited, as of each distribution payment date in respect of which cash distributions are paid on Units, in additional RUs which number shall be computed by dividing: (a) the number obtained by multiplying the amount of the distribution declared and paid per Unit by the number of RUs recorded in the Participant’s accounts on the record date for the payment of such distribution, by (b) the volume weighted average trading price of the Units on the TSX for the five (5) trading day immediately preceding the distribution date.

Each RU is equivalent in value to a Unit, credited on BTB’s books. For 2015 and after such date, one hundred percent (100%) of each RU duly granted to a Participant shall vest and be settled in Units three (3) years following the grant date.

Any RU granted to a Participant more than one (1) year following the grant date will immediately vest at the time of the Participant's retirement. Any RU granted to a Participant will immediately vest at the time of the Participant's death or if the Participant's employment is terminated without cause by BTB or if the Participant becomes disabled and in all such cases the RUs will be prorated between the days actually worked in the applicable year and the day of such event. Upon the death of a Participant, such prorated RUs shall vest and be paid on the one hundredth and eightieth (180<sup>th</sup>) day after the death of the Participant, or on a later date elected by the Participant's estate. If a Participant resigns or is terminated for cause, any of the Participants RUs which have not already vested shall immediately expire. Notwithstanding the above, the Board of Trustees may in its entire discretion amend the vesting of the RUs and the issue date of the Units as payment and settlement.

Following a change of control of BTB resulting in the transfer of all of the issued and outstanding Units of BTB, all RUs which have not already vested will automatically vest to each Participant.

The Board of Trustees of BTB may review and confirm the terms of the Plan at any time and may, subject to the TSX, amend or suspend the Plan in whole or in part as well as terminate the Plan, without the approval of or prior notice to the Unitholders of BTB or Participants, for any reason, including for the purposes of amendments of a "housekeeping" nature, which include, without limitation, amendments to ensure continued compliance with applicable laws, regulations, rules or policies of any regulatory authority and amendments to remove any ambiguity contained in the Plan provided, however, that no such amendment or amendments may adversely affect the RUs previously granted under the Plan without the consent of the affected Eligible Persons. The following changes will require the approval of the Unitholders: i) a change in the number or percentage of Units that can be granted and issued under the Plan; ii) the addition of financial assistance to a Participant; iii) an amendment in the percentage of Units that can be granted and issued to the insiders of BTB; and iv) any amendment to the provision of the Plan requiring the approval of the Unitholders.

The Restricted Unit Plan has been approved by the Unitholders on June 17, 2014.

## SCHEDULE D

### EMPLOYEES UNIT PURCHASE PLAN

#### Description of the Employees Unit Purchase Plan

The employees of BTB and its affiliates (collectively, the “**Participants**”) are eligible to participate in the Purchase Plan. The objectives of the Purchase Plan are to allow the Participants to purchase Units of BTB and to promote a greater alignment of their interests with the interests of BTB’s Unitholders. The Board of Trustees considers the Purchase Plan to be fair and in the best interests of BTB and its Unitholders.

The Board of Trustees has approved the Purchase Plan pursuant to which BTB may issue Units to Participants. The aggregate number of Units that may be issued pursuant to the Purchase Plan shall not exceed 477,025 Units. In addition, the aggregate of Units: (i) attributed to insiders of BTB, over any period of 12 months; and (ii) issuable to insiders of BTB, at any time, under the Purchase Plan together with other security-based compensation arrangements of BTB, shall not exceed ten percent (10%) of BTB’s total issued and outstanding Units.

“Participants” under the Purchase Plan consist of all designated employees of BTB and its affiliates which are eligible to receive Units under the Purchase Plan. Participants may contribute, each year, by purchasing Units on the secondary market pursuant to the following limits :

- i) a maximum of seven percent (7%) of the base salary for an employee having five (5) years and more of experience with BTB;
- ii) a maximum of five percent (5%) of the base salary for an employee having three (3) years to less than five (5) years of experience with BTB;
- iii) a maximum of three percent (3%) of the base salary for an employee having one (1) year to less than three (3) years of experience with BTB.

“Market Price” means, on any given date, the average closing price of a Board Lot of Units on the Toronto Stock Exchange (the “TSX”) for five (5) trading days preceding such date.

Upon the Participant providing BTB with proof of purchase, BTB shall issue from treasury, at Market Price, as soon as possible during the year but no later than within sixty (60) days of the end of the calendar year, one (1) Unit for each two (2) Units purchased on the secondary market by the Participant or through payroll deductions. Transaction fees regarding the purchase of Units by the employees or on their behalf are fully assumed by BTB. Units issued by BTB to the Participants are immediately vested.

The Board of Trustees of BTB may review and confirm the terms of the Purchase Plan from time to time and may, subject to the TSX rules, amend or suspend the Purchase Plan in whole or in part as well as terminate the Purchase Plan without prior notice as it deems appropriate for any reason, including for the purposes of amendments of a “housekeeping” nature, which include, without limitation, amendments to ensure continued compliance with applicable laws, regulations, rules or policies of any regulatory authority and amendments to remove any ambiguity contained in the Purchase Plan. However, subject to the terms of the Purchase Plan and the prior approval of the Unitholders, no amendment may (i) adversely affect the rights of the Participants to receive Units within the prescribed time, (ii) change the number or percentage of maximum Units issuable under the Purchase Plan; (iii) amend the percentage of Units that can be granted and issued to the insiders of BTB; and (iv) modify the amendment clause of the Purchase Plan.