



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

April 24, 2009

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of TRANSFORCE INC. (the “**Corporation**”) will be held at :

Place: Toronto Stock Exchange
TSX Tower
130 King Street West
Toronto, Ontario

Date: April 24, 2009

Time: 1:30 p.m.

The purposes of the Meeting are to:

1. receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2008 and the auditors’ report thereon;
2. elect the directors of the Corporation;
3. appoint the auditors of the Corporation and authorize the directors to fix their remuneration;
4. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the accompanying Management Proxy Circular, ratifying, confirming and approving the Stock Option Plan of the Corporation; and
5. transact such other business as may properly be brought before the Meeting.

If you are unable to attend the Meeting in person, please date, sign and return the enclosed form of proxy. Proxies to be used at the Meeting must be deposited with Computershare Trust Company of Canada, 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1, no later than 5:00 p.m. (Montreal time) on April 22, 2009 or with the Chairman of the Meeting before the commencement of the Meeting.

SIGNED at Montreal, Québec
March 16, 2009

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Alain Bédard", written in a cursive style.

Alain Bédard
Chairman of the Board,
President and Chief Executive Officer
TransForce Inc.

MANAGEMENT PROXY CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Proxy Circular is furnished in connection with the solicitation by the management of TransForce Inc. (the “Corporation”) of proxies to be used at the Annual and Special Meeting of shareholders of the Corporation to be held at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Corporation may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy of the Corporation are directors and officers of the Corporation. **A Shareholder has the right to appoint as his/her proxy a person, who need not be a Shareholder, other than those whose names are printed on the accompanying form of proxy.** A shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so either by inserting such other person’s name in the blank space provided in the form of proxy or by completing another proper form of proxy.

A shareholder who has given a proxy may revoke it, as to any motion on which a vote has not already been cast pursuant to the authority conferred by it, by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The revocation of a proxy, in order to be acted upon, must be deposited with Computershare Trust Company of Canada at the address indicated in the Notice of Meeting, not later than 5:00 p.m. (Montreal time) on April 22, 2009, or with the Chairman of the Meeting before the commencement of the Meeting.

EXERCISE OF DISCRETION BY PROXIES

Common shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of proxy, in the absence of any direction to the contrary, will be voted for the: (i) election of the directors of the Corporation; (ii) appointment of auditors of the Corporation, and authorizing the directors to fix their remuneration; and (iii) resolution ratifying and confirming the Stock Option Plan of the Corporation, as stated under such headings in this Management Proxy Circular. With respect to other matters which may properly come before the Meeting, such common shares will be voted by the persons so designated in their discretion. At the time of printing this Management Proxy Circular, management of the Corporation knows of no such amendments, variations or other matters.

VOTING SHARES

As at March 11, 2009, there were 86,790,097 common shares of the Corporation issued and outstanding. Each common share entitles the holder thereof to one vote. The Corporation has fixed March 11, 2009 as the record date for the purpose of determining shareholders entitled to receive Notice of the Meeting.

Pursuant to the *Canada Business Corporations Act* (“CBCA”), the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of shareholders entitled to vote as of the Record Date that shows the number of common shares held by each shareholder. A shareholder whose name appears on the list referred to above is entitled to vote the common shares shown opposite his or her name at the Meeting. The list of shareholders is available for inspection during usual business hours at the head office of the Corporation, 8585 Trans-Canada Highway, Suite 300, Saint-Laurent, Québec H4S 1Z6 and at the Meeting.

NON-REGISTERED SHAREHOLDERS

Only a registered shareholder or a person appointed by a registered shareholder as its proxy is permitted to vote at the Meeting. The sole registered shareholder of the Corporation is CDS, a clearing agency. In order to permit voting of shares by persons who beneficially own them (the “**Non-Registered Holders**”), and in accordance with National Instrument 54-101 of the Canadian Securities Administrators, entitled “Communication with Beneficial Owners of Securities of a Reporting Issuer”, the Corporation has distributed copies of the Notice of Meeting and the Management Proxy Circular (collectively, the “**Meeting Materials**”) to the various intermediaries (the “**Intermediaries**”) that Non-Registered Holders deal with in respect of the shares, such as securities dealers or brokers, banks, trust companies, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, for distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders, and often use a service company for this purpose. Non-Registered Holders will either:

- (a) typically, be provided with a computerized form (often called a “voting instruction form”) which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. In order for the applicable computerized form to validly constitute a voting instruction form, the Non-Registered Holder must properly complete and sign the form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or service company. In certain cases, the Non-Registered Holder may provide such voting instructions to the Intermediary or its service company through the internet or through a toll-free telephone number; or
- (b) less commonly, be given a proxy form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the proxy form and submit it to Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. A Non-Registered Holder may revoke voting instructions which have been given to an Intermediary at any time by written notice to the Intermediary.

Should a Non-Registered Holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the Intermediary or its service company. Should a Non-Registered Holder who receives a proxy form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons set out in the proxy form and insert the name of the Non-Registered Holder or such other person in the blank space provided and submit it to Computershare Trust Company of Canada at the address set out above.

In all cases, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when, where and by what means the voting instruction form or proxy form must be delivered.

PRINCIPAL SHAREHOLDERS

As at March 11, 2009, to the best knowledge of the Corporation, the following person beneficially owned, directly or indirectly, or exercised control or direction over more than 10% of the issued and outstanding common shares of the Corporation:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage</u>
Emanuele (Lino) Saputo ⁽¹⁾	14,600,323 ⁽²⁾	16.82%

⁽¹⁾ The information as to shares over which Mr. Emanuele (Lino) Saputo exercise control or direction is not within the knowledge of the Corporation and has been furnished by Mr. Saputo.

⁽²⁾ This number includes 14,549,103 common shares of the Corporation held by Jolina Capital Inc. and 51,220 common shares of the Corporation held by Placements Jolina Inc., two holding companies controlled by Mr. Emanuele (Lino) Saputo.

ELECTION OF DIRECTORS OF THE CORPORATION

The Board of Directors currently consists of eight directors. **Unless otherwise specified, the persons named in the enclosed form of proxy intend to vote for the election of the eight nominees whose names are set forth below.** Each director will hold office until the next annual meeting of shareholders or until the election of his successor, unless his office is earlier vacated in accordance with the by-laws of the Corporation. All of the persons named in the table below are currently members of the Board of Directors.

The following table sets out the names of each of the persons proposed to be nominated for election as a director, all other positions and offices with the Corporation and its subsidiaries now held by such person, his age, his municipality of residence, age, and principal occupation, the year in which such person became a director of the Corporation or its predecessors, and the number of common shares of the Corporation over which control or direction is exercised by such person as of March 11, 2009.

Name, age, municipality of residence and position with the Corporation	Age	Principal occupation	First year as director of the Corporation or its predecessors	Number of shares beneficially own or over which control is exercised as at March 11, 2009
Alain Bédard, C.A., C.M.A. Calgary, Alberta, Canada Chairman of the Board of Directors, President and Chief Executive Officer	55	President and Chief Executive Officer of the Corporation	1993	4,601,149
André Bérard ⁽¹⁾⁽³⁾ Montreal, Québec, Canada Lead Director	68	Corporate Director	2003	24,692
Lucien Bouchard ⁽³⁾ Montreal, Québec, Canada Director Chairman of the Corporate Governance and Nominating Committee	70	Partner Davies Ward Phillips & Vineberg LLP (law firm)	2007	—
Richard Guay ⁽¹⁾⁽²⁾ Montreal, Québec, Canada Director Chairman of the Human Resources and Compensation Committee	58	Consultant and Corporate Director	2004	6,645
Ronald D. Rogers ⁽¹⁾⁽³⁾ Calgary, Alberta, Canada Director Chairman of the Audit Committee	64	Corporate Director	2006	26,127
Joey Saputo ⁽²⁾ Montreal, Québec, Canada Director	44	President Gestion Soplajoey Inc. (private holding company)	1996	167,746
Emanuele (Lino) Saputo Montreal, Québec, Canada Director	71	Chairman of the Board Saputo Inc. (dairy processor)	2008	14,600,323 ⁽⁴⁾
H. John Stollery ⁽²⁾ Mississauga, Ontario, Canada Director	69	Chairman of the Board Process Capital Corporation (manufacturing company)	2000	—

(1) Member of the Audit Committee.

(2) Member of the Human Resources and Compensation Committee.

(3) Member of the Corporate Governance and Nominating Committee.

(4) This number includes 14,549,103 common shares of the Corporation held by Jolina Capital Inc. and 51,220 common shares of the Corporation held by Placements Jolina Inc., two holding companies controlled by Mr. Emanuele (Lino) Saputo.

The information as to shares over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually.

Other than as may be set out below, each of the nominees has held the principal occupation set out above for the last five years. The following are brief biographies of the nominees:

Alain Bédard studied accounting and finance at the University of Sherbrooke, Québec. After graduating, he joined the accounting firm KPMG, where he advanced to the position of Senior Auditor. From 1978 to 1984, Mr. Bédard was Controller of Normick Perron Inc. He then joined Saputo Inc., a leading Canadian food company, where he worked for eleven years and became Vice-President of Finance. In 1993, he replaced Mr. Emanuele (Lino) Saputo on the Board of Directors of Cabano-Kingsway Inc. and became its Chief Executive Officer in 1996 and Chairman of the Board in 1997. Mr. Bédard quickly aligned Cabano-Kingsway Inc. with his strategic vision, guiding its evolution into the former TransForce Inc. in 1997.

André Bérard retired as Chief Executive Officer of the National Bank of Canada in January 2002 and as Chairman of the Board in March 2004, following more than 40 years with the Bank.

Lucien Bouchard is a partner with the law firm Davies Ward Phillips & Vineberg LLP, where he practices corporate and commercial law, is a negotiator and mediator for significant commercial and labour disputes, and advises major corporations on strategy and policy. He was Premier of Québec from 1996 to 2001, served in the federal cabinet and was Leader of the Opposition in the House of Commons. Prior to his political career, Mr. Bouchard was Canada's ambassador to France from 1985 to 1988.

Richard Guay is a consultant and corporate director and is currently Senior Executive Vice-President of Melior Development Inc., an owner and manager of seniors' residences in Québec. Mr. Guay was Senior Executive Vice-President, Retail and Commercial Financial Services, of the Laurentian Bank of Canada until his retirement in 2003. Prior to joining the Laurentian Bank, Mr. Guay worked at the National Bank of Canada.

Ronald D. Rogers retired in September 2004 as Chief Financial Officer and Senior Vice-President of Shaw Communications Inc. Prior to that, he held Vice-President positions with the Crown Management Board of Saskatchewan, Moore Corporation and Warrington Inc. In addition, he was President of Greb Footwear (the footwear division of Warrington). He has been involved in many mergers and acquisitions and financial transactions in North America, Europe, Australia and Asia involving both public and private companies. Mr. Rogers is also a director of Corus Entertainment Inc., The Brick Group Income Fund and Parkland Income Fund.

Joey Saputo is President of Gestion Soplajoey Inc., a private holding company. He has held a variety of positions within Saputo Inc. and Jolina Capital Inc. since 1985. Mr. Saputo is also President of the Montreal Impact, a professional soccer team he helped form in 1993 and Saputo Stadium, a soccer specific stadium built in 2008.

Emanuele (Lino) Saputo is the founder and Chairman of the Board of Directors of Saputo Inc., the 15th largest dairy processor in the world.

H. John Stollery has been Chairman of Process Capital Corporation since 2000. Prior to joining Process Capital, he was Chief Executive Officer of TST Solutions Inc., TNT Canada and TNT North America. Mr. Stollery has served as Chairman of the Canadian Trucking Alliance, Treasurer and Vice-Chairman of the Ontario Trucking Association and as a board member of the Canadian Tariff Committee of the Freight Carriers Association of Canada. In 1996, Mr. Stollery was named "Transportation Person of the Year for Ontario". Prior to entering the trucking industry, Mr. Stollery was President of ICG Propane and held numerous Vice-President positions with Xerox Canada.

To the knowledge of the Corporation, none of the foregoing nominees for election as a director:

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "Order"), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets,

with the exception of: (i) Alain Bédard and Emanuele (Lino) Saputo, who were directors of Arbec Forest Products Inc. (formerly Uniforêt Inc.), which filed for protection under the *Companies' Creditors Arrangement Act* (Canada) in April 2001. In May 2003, the company entered into a plan of arrangement with its creditors, and completed the implementation of this plan in February 2004; (ii) Ronald D. Rogers, who was a director of GT Group Telecom Inc., sitting on the Board of Directors as a representative of Shaw Communications Inc. In early June 2002, Mr. Rogers resigned as a director of GT Group Telecom Inc., which filed for protection under the *Companies' Creditors Arrangement Act* (Canada) in late June 2002; and (iii) Joey Saputo, who was a director of 3741851 Canada Inc. (formerly Expert Medic Inc.), which was declared bankrupt under the *Bankruptcy and Insolvency Act* (Canada) on August 30, 2005.

To the knowledge of the Corporation, none of the foregoing nominees for election as a Director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

EXECUTIVE COMPENSATION – COMPENSATION DISCUSSION AND ANALYSIS

1.0 Determining Compensation

1.1 The Human Resources and Compensation Committee (the “HRCC”)

The HRCC is composed of Richard Guay (Chair), Joey Saputo and H. John Stollery. None of the members of the HRCC is an officer, executive or employee of the Corporation or a subsidiary of the Corporation.

The mandate of the HRCC consists of monitoring the performance assessment, succession planning and compensation of the Chief Executive Officer, Chief Financial Officer and the three next most highly-compensated executive officers of the Corporation and its subsidiaries (collectively, the “NEOs”) and reviewing the human resources practices generally. Other responsibilities include: (i) the appointment of the NEOs upon recommendation of the CEO, (ii) the review of the performance evaluations of the Corporation’s senior executives, (iii) the recommendation of their compensation levels to the Board, and (iv) the retention of consulting services of outside experts to advise on executive compensation matters.

1.2 The HRCC’s role regarding compensation

The HRCC monitors and assesses the performance of the NEOs and determines compensation levels on an annual basis. In its assessment of the annual compensation of the NEOs, the HRCC takes into consideration the median compensation paid by other Canadian companies of comparable size and the absolute and relative performance of the Corporation relative to such other companies. In addition, the HRCC takes into account other relevant factors such as pension benefits and costs. During financial year 2008, the HRCC held *in camera* session without management present to discuss the compensation of the President and Chief Executive Officer.

The following table summarizes the respective roles of the HRCC and management with regards to compensation decisions.

Compensation Decisions	Committee	Management
Philosophy and policy	<ul style="list-style-type: none"> • Work with management to develop compensation philosophy and policy and review, approve and adopt the philosophy and policy. 	<ul style="list-style-type: none"> • Develop, recommend and implement compensation philosophy and policy. • Monitor actual practice to ensure consistency with philosophy and policy and propose changes as appropriate.
Plan design	<ul style="list-style-type: none"> • Review, approve and adopt plan objectives, plan type, eligibility, vesting provisions (including performance conditions), provisions (change of control, death, disability, termination with/without cause, resignation, etc.). 	<ul style="list-style-type: none"> • Work with Committee to develop plan design. • Implement plan design.
Performance targets	<ul style="list-style-type: none"> • Review, approve and adopt TransForce performance targets. • Receive division-level performance targets for information. 	<ul style="list-style-type: none"> • CEO recommends TransForce performance targets for Board approval. • CEO cross-calibrates and approves division-level performance targets.
Performance evaluations	<ul style="list-style-type: none"> • Conduct CEO performance evaluation. • Receive performance evaluation information for succession planning purposes. 	<ul style="list-style-type: none"> • Conduct performance evaluations for direct reports and inform Committee for succession planning purposes.
Individual salary increases and incentive awards	<ul style="list-style-type: none"> • Approve compensation for NEOs and long-term incentive eligible groups. 	<ul style="list-style-type: none"> • CEO recommends compensation for NEOs and all long-term incentive eligible groups to Committee for approval.

1.3 Compensation Philosophy and Program Objectives

Compensation is designed to attract, motivate and retain high-performing senior executives. The compensation program is intended to reward overall operational performance and excess cash creation and is linked to corporate performance. The compensation program aligns the executives' interests with those of the Corporation's shareholders by providing them with equity-based incentive plans and the opportunity for total compensation that is competitive with the compensation received by executives employed by a group of comparable companies.

1.4 Benchmarking Practices and Positioning

The Corporation's compensation philosophy is to position base salary at market median and to align total cash compensation (base salary and short-term incentive) and total direct compensation (total cash compensation and long-term incentive) with performance, i.e. pay at the 75th percentile for performance, which is at or above the 75th percentile against its peers (the comparator group).

The composition of the comparator group is reviewed periodically by the HRCC, to ensure its continued relevance. The comparator group is composed of Canadian companies of similar size from various industries to reflect the scope of the executive roles, as well as from other Canadian companies with which the Corporation competes for executive talent within the same industry regardless of size. The report produced using the comparator group is consulted by the HRCC. The comparator group used in the 2007 compensation benchmarking exercise included the following companies.

- Altagas Income Trust
- ATS Automation Tooling System
- Brick Group Income Fund
- Connors Bros Income Fund
- Cott Corp.
- Dorel Industries Inc.
- Energy Savings Income Fund
- Fording Canadian Coal Trust
- Gaz Metro
- Kingsway Financial Services Inc.
- Gildan Activewear
- Linamar Corp.
- Rona Inc.
- Superior Plus Income Fund
- Torstar Corp.
- Transcontinental Inc.
- Yellow Pages Income Fund

1.5 Compensation Consultant

The HRCC has the authority to retain any independent consultants to advise its members on total compensation policy matters. During fiscal year 2008, the HRCC retained the services of Mercer (Canada) Inc. to provide advice on various executive-compensation matters.

1.6 Compensation Elements

The Corporation's executive compensation program is structured into three main components: base salary, short-term incentive (bonuses), and long-term incentives including stock options (2008 Stock Option Plan). The following discussion describes the Corporation's plans by component of compensation and discusses how each component relates to the Corporation's overall executive compensation objective. In establishing the executive compensation program, the Corporation believes that:

- o base salaries provide an immediate cash incentive for the Corporation's executive officers and should be at levels competitive with the comparator group that compete with the Corporation for business opportunities and executive talent;
- o short term incentives encourage and reward performance over the financial year compared to predefined goals and objectives and reflect progress toward company-wide performance objectives and personal objectives; and
- o long term incentives ensure that the executive officers are motivated to achieve long term growth of the Corporation, continuing increases in shareholder value and provide capital accumulation linked directly to the Corporation's performance.

The variable components of the Corporation's executive compensation program are designed to closely link the compensation of the Corporation's NEOs, senior executives and management employees with the performance of the Corporation and its subsidiaries.

1.6.1 Base Salary

In approving the base salary of the NEOs, including the President and Chief Executive Officer, the HRCC takes into consideration the salaries paid to senior executives of other Canadian companies holding positions of similar importance, scope and complexity. The HRCC reviews the base salary of each NEO on a regular basis so that it may recommend to the Board that appropriate adjustments be made thereto in order to ensure that the salaries of the Corporation's senior executives remain competitive as per the compensation program objectives.

1.6.2 Short-Term Incentive Plan ("STIP")

NEOs and other senior executives of Group or Division of the Corporation are eligible to receive an annual bonus. The annual bonus provides an opportunity to receive an annual cash payment based on the degree of achievement of objectives set by the Board of Directors.

On February 27, 2008, the HRCC approved a new design for the 2008 STIP. Effective for fiscal 2008, the objectives of the STIP aim to reward achievement based on EBIT and control operating costs and to strengthen the link between pay and performance.

For the positions of CEO and CFO, the STIP includes financial and non-financial strategic objectives. For other executives, the STIP has two components where 80% is based on attainment of the 2008 EBIT/EBITDAR budget and 20% is based on individual objectives.

The Board of Directors, upon recommendation by the HRCC, may review the objectives based on individual circumstances as deemed appropriate. In order to be eligible to receive an amount from the STIP, a threshold of 80% of the 2008 EBIT/EBITDAR budget must be attained.

The following table describes the performance weightings for the STIP:

Position	Performance Indicator	Weighting	Performance level		
			Threshold	Partial	Target and Maximum
President & CEO and CFO	Revenues, EBIT, EBITDA and EBITDAR	40%	Performance: below 80% of target objectives Payout: 0%	Performance: between 80-100% of target objectives Payout: proportional to attainment	Performance: 100% or more of target objectives Payout: 100%
	Other financial and non financial strategic objectives	60%			
Other NEOs	EBIT/EBITDAR	80%			
	Individual	20%			

The following table describes the potential STIP payouts as a percentage of base salary for the NEOs in 2008:

Position	Minimum	Maximum
President & CEO	0%	200%
CFO	0%	40%
Other NEOs	0%	40-60%

During fiscal year 2008, the HRCC approved the payment of an aggregate of \$2,029,914 in STIP for the NEOs.

1.6.3 Long-Term Incentive Plan (“LTIP”) - before conversion to TransForce Inc. on May 14, 2008

The purpose of the LTIP was to promote a greater alignment of the interests between LTIP participants and unitholders. The LTIP was a key component of overall executive compensation and played an important role in the retention of key executives within TransForce Income Fund and its subsidiaries.

The number of units granted under the previous LTIP was based on the distributable cash of TransForce Income Fund. The maximum aggregate granted amount under the LTIP was the amount by which the annual distributable cash flows earned exceeded the budget, in accordance with the following table:

Amount by which the annual distributable cash flows earned exceeds the budget (on a per Unit basis)	Maximum aggregate granted amount (as a % of the amount by which the annual distributable cash flows earned exceeds the budget)
On the first \$0.00 to \$0.05	10%
On the amount from \$0.051 to \$0.10	15%
On the amount greater than \$0.10	20%

Trust units were granted to senior executives based on individual contributions and to the operating divisions based on performance (e.g., EBIT) relative to their respective budgets. Operating divisions with negative profitability did not receive units under the LTIP. Maximum aggregate granted amounts per operating division were approved by the HRCC.

Trust units were purchased on the open market on behalf of participants and held in trust until they vested. Trust units vested on the basis of one-third per year with the first portion vesting at the time of grant. During the vesting period, actual distributions received on units were reinvested for additional trust units.

The following table describes the potential LTIP payouts as a percentage of base salary for the NEOs in 2008:

Position	Minimum	Maximum
President & CEO	0%	200%
CFO	0%	100%
Other NEOs	0%	100%

Prior the conversion of TransForce Income Fund into the Corporation, an aggregate of 344,096 trust units were granted under the LTIP to 61 participants. The trust units were granted to LTIP participants on May 13, 2008. The fair market value of each of the trust units at the date of grant was \$7.46. TransForce Income Fund recorded a compensation expense of \$8,885,000 in 2008.

1.6.3.1 Termination of the Long-Term Incentive Plan due to conversion to TransForce Inc. on May 14, 2008

Following the conversion of TransForce Income Fund into the Corporation, the HRCC approved the following measures to terminate the LTIP:

- All the units granted since 2006 that were not yet vested prior to the conversion date of May 14, 2008, vested as of May 13, 2008. However, such units remain subject to restrictions on resale. The expiry dates of the restrictions on resale are as follows:
 - 60% of the total units on November 3, 2008;
 - 30% of the total units on November 2, 2009; and
 - 10% of the total units on May 14, 2010.
- The LTIP plan, which provided for unit-based awards, will be replaced in 2009 by a stock option plan approved by the Board of Directors in 2008.
- Effective May 14, 2008, all of the outstanding trust units of TransForce Income Fund were exchanged for common shares of the Corporation on a one-for-one basis. Consequently, all the trust units in the LTIP were also automatically exchanged for common shares of the Corporation on a one-for-one basis.

1.6.3.2 2008 Stock Option Plan

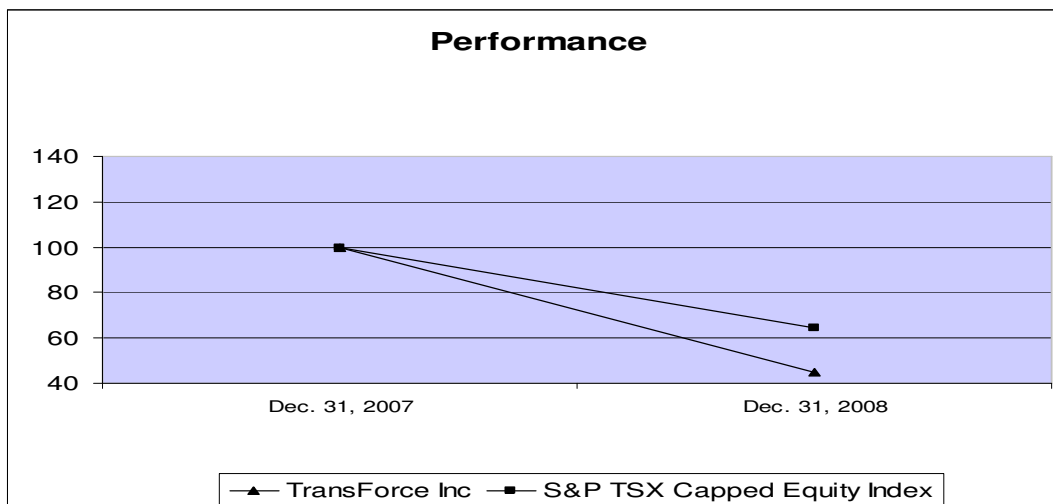
Following the conversion, the Board of Directors of the Corporation adopted a stock option plan (the “**Stock Option Plan**”). The Board of Directors of the Corporation will administer the Stock Option Plan, if it is ratified by shareholders at the Meeting. The terms and conditions of the Stock Option Plan are set out in this Management Proxy Circular under “Ratification of Stock Option Plan”.

1.7 Rules of conduct of insiders respecting trading of securities of the Corporation

The Rules of Conduct of the Corporation provide that executives shall trade in the Corporation’s shares only within predetermined trading periods and shall not trade in the Corporation’s shares if they are aware of undisclosed material information. Executives are also instructed to avoid frequent trading in a way, which leads to believe that speculation is taking place and to obtain the approval of the Corporation before trading in the securities of the Corporation in all circumstances.

Performance Graph

The following graph compares the total return of a \$100 investment in the common shares⁽¹⁾ of the Corporation made on December 31, 2007 with the cumulative return of the S&P TSX Capped Equity Index for the period ended December 31, 2008.



⁽¹⁾ Following the conversion of TransForce Income Fund into the Corporation on May 14, 2008, all outstanding trust units of TransForce Income Fund and “tracking share units” of TFI Holdings Inc., an affiliated corporation, were exchanged for common shares of the Corporation on a one-for-one basis. The common shares of the Corporation began trading on the Toronto Stock Exchange on May 20, 2008.

The trend shown by the above performance graph is a decrease in the cumulative shareholder return from December 2007 to December 2008. The trend in the Corporation compensation to the NEOs has followed the trend in the performance graph. This link is established by the variation in the value of the units granted under the LTIP and also, there was no salary increase of the NEOs during the same period. The HRCC is of the view that the market price of the Corporation's common shares during the last financial years has been predominantly affected by external factors over which the Corporation has no control and does not reflect the performance of the Corporation, given the overall improvement in revenues and given the fact that the Corporation has continued to meet its financial targets.

2.0 Option-based awards

There were no options held by NEOs at December 31, 2008, the end of the Corporation's last fiscal year.

3.0 Summary Compensation Table

The following table sets out all annual and long-term compensation earned by the NEOs for services rendered in all capacities to the Corporation and its subsidiaries during the fiscal year ended December 31, 2008:

Name and principal position	Year	Salary (\$) ⁽¹⁾	Option-based awards (\$)	Share-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation		Pension value (\$)	Other annual compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Alain Bédard President and Chief Executive Officer TransForce	2008	875,000	—	528,054	1,500,000	—	1,340,100 ⁽³⁾	145,533 ⁽⁴⁾	4,388,687
Salvatore Vitale Chief Financial Officer TransForce	2008	250,000	—	79,208	100,000	—	—	43,396 ⁽⁵⁾	472,604
Darshan S. Kailly Chief Executive Officer CF Managing Movement	2008	400,000	—	138,859	240,000	—	2,300	37,542 ⁽⁶⁾	818,701
John Emsley President CPACS	2008	300,000	—	71,270	79,632	—	—	34,738 ⁽⁷⁾	485,640
Robert D. McArthur President CF Managing Movement	2008	275,704	—	99,979	110,282	—	22,800	26,744 ⁽⁸⁾	535,509

⁽¹⁾ Since 2006, there has been no salary increase for all NEOs and most senior executives.

⁽²⁾ These units were granted on May 13, 2008 based on the market value of \$7.46 per share prior to the conversion of TransForce Income Fund into TransForce Inc.

⁽³⁾ Mr. Bédard's pension value is due to the recognition of the past service for the period between January 1, 2000 and January 1, 2004 (four years) and it is a non-recurring event.

⁽⁴⁾ Mr. Bédard's compensation for his role as member of the Board of Directors was in the amount of \$55,100. He also received \$24,000 for an annual car allowance. Mr. Bédard does not receive additional compensation for his role as Chairman of the Board of Directors.

⁽⁵⁾ The Corporation contributions to a Deferred Profit Sharing Plan (DPSP) for Mr. Vitale were \$10,500. Mr. Vitale also received \$13,247 for an annual car allowance.

⁽⁶⁾ Mr. Kailly received an annual car allowance of \$19,512.

⁽⁷⁾ The Corporation contributions to a Deferred Profit Sharing Plan (DPSP) for Mr. Emsley were \$10,500. Mr. Emsley also received \$12,000 for an annual car allowance.

⁽⁸⁾ The Corporation contributions to a Defined Benefit Plan for Mr. McArthur were \$9,159. Mr. McArthur also received \$10,032 for an annual car allowance.

3.1. Pay-for-performance in 2008

The following table sets the impact of the financial performance of the Corporation on the compensation earned by the NEOs during fiscal year 2008.

Chief Executive Officer and Chief Financial Officer

Metrics	Objectives in \$000's	Name of Entity	Achievement in 2008
Revenues	2,277,124	TransForce	TransForce has met 100% of its target revenues. Both CEO and CFO have attained their revenues objectives.
EBIT	155,059	TransForce	TransForce has met 100% of its target EBIT. Both CEO and CFO have attained their EBIT objectives.
EBITDA	278,759	TransForce	TransForce has exceeded 100% of its target EBITDA. Both CEO and CFO have attained their EBITDA objectives.
EBITDAR	352,005	TransForce	TransForce has exceeded 100% of its target EBITDAR. Both CEO and CFO have attained their EBITDAR objectives.

Other NEOs

Metrics	Objectives in \$000's	Name of Entity	Achievement in 2008
EBIT	32,040	CPACS	CPACS has reached above 93% of its EBIT target.
EBITDAR	99,681	CF Managing Movement	CF Managing Movement has significantly achieved and exceeded 100 % of its EBITDAR target.

4.0 Incentive plan awards

Outstanding share-based awards and option-based awards

There were no unvested options, common shares or units held by NEOs at December 31, 2008.

Incentive plan awards – value vested or earned during the year

The following table sets out the value of common shares vested or earned during the fiscal year ended December 31, 2008 under the LTIP to the NEOs. No options were granted during fiscal year 2008.

Name and principal position	Share-based awards – Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽²⁾ (\$)
Alain Bédard President and Chief Executive Officer TransForce	179,318 common shares ⁽³⁾ for a value of \$1,337,712	1,500,000
Salvatore Vitale Chief Financial Officer TransForce	26,898 common shares ⁽³⁾ for a value of \$200,659	100,000
Darshan S. Kailly Chief Executive Officer CF Managing Movement	46,503 common shares ⁽³⁾ for a value of \$346,912	240,000
John Emsley President CPACS	17,151 common shares ⁽³⁾ for a value of \$127,946	79,632
Robert D. McArthur President CF Managing Movement	29,425 common shares ⁽³⁾ for a value of \$219,511	110,282

(1) The value vested during the year is calculated based on the market value of units on May 13, 2008 (\$7.46 per unit). However some of such units remain subject to restrictions on resale. In 2008, all units held under the LTIP received distributions of 5.4% that were reinvested in the form of additional units. For details of the LTIP terms and conditions, refer to “Long-Term Incentive Plan” under “Compensation Discussion and Analysis”.

(2) These amounts represent earned amounts under the Short-Term Incentive Plan.

(3) All of the outstanding trust units of TransForce Income Fund were exchanged for common shares of the Corporation on a one-for-one basis on May 14, 2008.

5.0 Pension Plan Benefits

5.1 Defined benefit plan table

The following table sets out the reconciliation of the total obligations with respect to the pension benefits payable to each of the NEOs who participated in a defined benefit plan between January 1, 2008 and December 31, 2008.

Name and principal position	Number of years credited service	Annual benefits payable (\$)		Accrued obligation at start of year	Compensatory change	Non-compensatory change	Accrued obligation at year end
		At year end	At age 65	(\$)	(\$)	(\$)	(\$)
Alain Bédard, President and Chief Executive Officer TransForce	9.33	165,240	467,492	1,066,600	1,340,100	(481,100)	1,925,600
Darshan S. Kailly, Chief Executive Officer CF Managing Movement	37.75	80,593	80,593	1,019,600	2,300	(180,800)	841,100
Robert D. McArthur, President CF Managing Movement	25.00	61,111	100,222	547,200	22,800	(183,600)	386,400

5.2 Pension plan benefits for the NEOs

President and Chief Executive Officer

Alain Bédard participates in a non-contributory defined benefit pension plan. In addition, Mr. Bédard has entered into a supplementary executive retirement agreement (“SERP”) whereby he receives one year of pensionable service under his SERP for every year he serves as an officer of the Corporation, one of its subsidiaries or an associated company as of January 1, 2004.

Retirement eligibility is a function of Mr. Bédard’s age and service. The Board may credit additional years of service towards retirement eligibility, pension calculation or both, through a special arrangement. Effective January 1, 2008, service for the period between January 1, 2000 and the date of entry (January 1, 2004) has been recognized as credited past service under the SERP. Mr. Bédard is eligible to receive SERP benefits as of age 55.

Pensions are calculated based on pensionable service and pensionable earnings. Pensionable earnings include salary. The annual average of Mr. Bédard’s best consecutive 36 months of pensionable earnings is used to calculate his pension.

Mr. Bédard will receive 3% of his average pensionable earnings for each year of pensionable service in a total pension benefit under the pension plan and SERP. The pension is payable for life. A surviving spouse will receive 60% of the pension that is payable to Mr. Bédard. Should Mr. Bédard elect to retire before his normal retirement age of 65, the pension will be reduced by 3% for each year by which his retirement age precedes age 65.

Based on current final average earnings and projected pensionable service, the estimated annual benefits payable to Mr. Bédard under the pension plan and SERP are as set forth in the following table:

Pension Plan Table

	<u>(at age 56)</u>	<u>(at age 60)</u>	<u>(at age 65)</u>
Years of Pensionable Service	9.333	13.333	18.333
Pension Plan	\$11,472	\$22,814	\$35,036
SERP	\$162,262	\$266,179	\$432,456
Total	\$173,734	\$288,993	\$467,492

Chief Executive Officer, CF Managing Movement

Darshan Kailly participates in a contributory defined benefit registered pension plan. Mr. Kailly attained age 65 during 2008 and was then required by the terms of the pension plan to commence pension payments. Mr. Kailly is currently receiving a monthly pension from the plan. The amount of this pension is equal to the maximum pension permitted, per year of credited service, for a registered pension plan.

The normal form of pension is payable for life, with a guarantee that 60 monthly payments will be paid in any event. Mr. Kailly has elected an actuarially-equivalent optional form under which 60% of the pension will continue to a surviving spouse.

President, CF Managing Movement

Robert D. McArthur participates in a contributory defined benefit registered pension plan. Retirement eligibility is a function of Mr. McArthur's age and service. Mr. McArthur is eligible to receive pension benefits as of age 55.

Pensions are calculated based on pensionable service and pensionable earnings. Pensionable earnings include only base salary. The annual average of Mr. McArthur's best consecutive 60 months of pensionable earnings is used to calculate his pension. However, given Mr. McArthur's pensionable earnings level and the plan formula, it is expected that Mr. McArthur's pension at retirement will equal the registered defined benefit plan pension limit amount under the *Income Tax Act*.

Mr. McArthur's pension is payable for life, with a guarantee that 60 monthly payments will be paid in any event. Should Mr. McArthur elect to retire before his normal retirement age of 65, the formula pension will be reduced by 4% for each year by which his retirement age precedes age 65. However, based on Mr. McArthur's pensionable service, there will be no reduction to the registered defined benefit plan pension limit amount.

Based on current final average earnings, the 2009 maximum pension amount, and projected pensionable service, the estimated annual benefits payable to Mr. McArthur under the pension plan are as set forth in the following table:

Pension Plan Table

	<u>(at age 55)</u>	<u>(at age 60)</u>	<u>(at age 65)</u>
Years of Pensionable Service	31.00	36.00	41.00
Pension	\$75,778	\$88,000	\$100,222

Other NEOs

Salvatore Vitale and John Emsley participate in a Registered Retirement Savings Plan to which the Corporation contributes via a Deferred Profit Sharing Plan. The Corporation will match the NEO's contributions up to a level of 5% of the NEO's base salary. NEOs can also make supplementary individual contributions. The Corporation ensures that the limits established by Canada Revenue Agency are not exceeded.

6.0 Termination of Employment and Change of Control

There is no contract, arrangement or any other understanding with respect to employment, termination of employment, a change of control or a change in responsibilities following a change of control, between the Corporation and any of the NEOs.

COMPENSATION OF DIRECTORS

The following table provides the various compensation components the members of the Board of Directors of the Corporation received during the fiscal year ended December 31, 2008:

Type of Fees	Amount
Annual Retainers	
• Chairman of the Board ⁽¹⁾	\$0
• Board Members (including the Chairman and Lead Director)	\$42,000
• Lead Director	\$40,000
• Committee Chairman	\$10,000
• Committee Members (other than the Chairman)	\$4,500
Per-meeting Fees	
• Committee Chairman	\$2,500 ⁽²⁾
• Board and Committee Members (other than the Chairman)	\$1,750 ⁽²⁾

(1) The Chairman of the Board of Directors receives the same annual retainer as the other Board members.

(2) These amounts apply for meetings attended in person. For all Board and Committee Members (including the Chairman), the per-meeting fees for telephone meetings is \$850.

The table below reflects in detail the total compensation earned by the directors during the fiscal year ended December 31, 2008. The Compensation to the President and Chief Executive Officer for his role as a director of the Corporation is included in the Summary Compensation Table. No additional compensation is paid to the President and Chief Executive Officer for his role as the Chairman of the Board.

Name	Retainer ⁽¹⁾ (\$)	Fees earned (\$)	Total Compensation (\$)
André Bérard	91,000	26,200	117,200
Lucien Bouchard	52,000	20,600	72,600
Richard Guay	56,500	25,950	82,450
Joe Marsilii⁽²⁾	23,250	7,850	31,100
Ronald D. Rogers	56,500	27,400	83,900
Joey Saputo	46,500	13,950	60,450
Emanuele (Lino) Saputo	42,000	11,350	53,350
H. John Stollery	46,500	14,800	61,300
Total	414,250	148,100	562,350

⁽¹⁾ Includes all annual retainers for serving on the Board and the Committees.

⁽²⁾ Joe Marsilii did not present himself for re-election and consequently ceased to be a Board member on May 12, 2008.

Ownership requirements

Starting January 1 2007, TransForce Income Fund and, subsequently, the Corporation, adopted a shareholding policy to require directors to hold a minimum value in trust units and, subsequently common shares. Through this policy, the directors are motivated to reach the Corporation's annual return objectives and improve the long-term value for the shareholders. Under this policy, each Director is required to hold a minimum value of two times the annual Board retainer fees. Each new director has a period of four years from the later of January 1, 2007 or the date of his appointment to meet this requirement. Directors must keep at least 50% of their shares for a period of six months following the termination of service as a director.

Required and actual share ownership is outlined in the table below:

Name	Ownership requirement	Date of compliance	Value as of December 31, 2008	Compliance as of December 31, 2008
Alain Bédard	\$84,000	December 31, 2010	\$19,094,768	100%
André Bérard	\$84,000	December 31, 2010	\$102,472	100%
Lucien Bouchard	\$84,000	December 12, 2011	\$0	0%
Richard Guay	\$84,000	December 31, 2010	\$27,577	33%
Ronald D. Rogers	\$84,000	December 31, 2010	\$108,427	100%
Joey Saputo	\$84,000	December 31, 2010	\$696,146	100%
Emanuele (Lino) Saputo	\$84,000	February 27, 2012	\$60,591,340	100%
H. John Stollery	\$84,000	December 31, 2010	\$0	0%

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at March 1, 2009, none of the directors and executive officers, employees or former directors, executive officers or employees of the Corporation was indebted to the Corporation or a subsidiary of the Corporation in connection with a purchase of securities or for any other matter.

During the fiscal year ended December 31, 2008, none of the directors and executive officers of the Corporation, proposed nominees for election as a director, or any associate of the foregoing was indebted to the Corporation or any subsidiary of the Corporation.

LIABILITY INSURANCE FOR OFFICERS, DIRECTORS AND TRUSTEES

The Corporation carries a \$10 million liability insurance policy for its directors and officers covering claims made against them during their mandate, subject to certain limitations contained in the CBCA. The premium paid by the Corporation for the period from December 1, 2007 to December 1, 2008 was \$80,800; such coverage provides a \$250,000 deductible per securities claims and \$100,000 deductible for all other claims.

The Corporation carries a \$5 million liability insurance policy for its directors covering claims made against them during their mandate, subject to certain limitations contained in the CBCA. The premium paid by the Corporation for the period from December 1, 2007 to December 1, 2008 was \$10,890; such coverage provides a \$15,000 deductible for any loss.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No executive officer, director or trustee, person proposed for election as a director, or any associate or affiliate of the foregoing had an interest in any material transaction effected by the Corporation since January 1, 2008 or in any proposed material transaction.

AUDIT COMMITTEE INFORMATION

Reference is made to the section entitled “Audit Committee” of the Corporation’s 2008 Annual Information Form for required disclosure relating to the Audit Committee of the Board of Directors. The 2008 AIF is available under the Corporation’s profile on SEDAR at www.sedar.com and may also be obtained by contacting the Secretary of the Corporation at 8585 Trans-Canada Highway, Suite 300, Montreal, Québec H4S 1Z6, telephone (514) 331-4000.

APPOINTMENT OF AUDITORS

KPMG LLP, Chartered Accountants, have been the auditors of the Corporation since 2003. **Except where authorization to vote with respect to the appointment of the auditors is withheld, the persons named in the accompanying form of proxy intend to vote at the Meeting for the appointment of KPMG LLP, Chartered Accountants, as the auditors of the Corporation until the next annual meeting of shareholders and at such remuneration as may be set by the directors.**

RATIFICATION OF STOCK OPTION PLAN

In May 2008, the Board of Directors of the Corporation adopted the 2008 Stock Option Plan (the “Stock Option Plan”) for directors, officers and employees of the Corporation and its subsidiaries. The following is a description of certain features of the Stock Option Plan:

- (a) the maximum number of common shares that can be issued upon the exercise of options granted under the Stock Option Plan is equal to 10% of the number of common shares of the Corporation issued and outstanding from time-to-time;
- (b) no option may be granted under the Stock Option Plan to any optionee unless the aggregate of common shares: (i) issued to “insiders”, as defined in the *Securities Act* (Ontario), within any one-year period; and (ii) issuable to “insiders” at any time, under the Stock Option Plan, or when combined with all of the Corporation’s other security-based compensation arrangements, could not exceed 10% of the total number of issued and outstanding common shares of the Corporation;
- (c) the exercise price of options granted under the Stock Option Plan is set at the time of the grant of the options, but cannot be less than the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the day on which an option is granted;
- (d) the Board of Directors establishes the term of each option when granted, subject to a maximum term of ten years from the date on which the option is granted;
- (e) if an option is to expire during a period when an optionee is prohibited from trading in common shares of the Corporation pursuant to the policies of the Corporation (a “Blackout Period”), or within ten business

- days of the expiry of a Blackout Period, the term of such option will be automatically extended for a period of ten business days immediately following the end of the Blackout Period;
- (f) options granted under the Stock Option Plan are not transferable other than by will or by the laws of succession of the domicile of a deceased optionee;
 - (g) if an optionee's employment with the Corporation is terminated for cause, options not then exercised terminate immediately;
 - (h) if an optionee dies or becomes, in the determination of the Board of Directors, permanently disabled, options may be exercised for that number of common shares which the optionee was entitled to acquire at the time of death or permanent disability, as the case may be, within one year after the date of death or permanent disability, or prior to the expiry of the term of the option, whichever occurs earlier;
 - (i) upon an optionee's employment, office or directorship with the Corporation terminating or ending other than by reason of death, permanent disability or termination for cause, options may be exercised for that number of common shares which the optionee was entitled to acquire at the time of such termination, within 30 days after such date, or prior to the expiry of the term of the option, whichever occurs earlier;
 - (j) in the event that the Corporation proposes to amalgamate or merge with another company (other than a wholly-owned subsidiary of the Corporation), or to liquidate, dissolve or wind-up, or in the event that an offer to purchase common shares is made to all shareholders of the Corporation, the Corporation has the right, upon written notice, to permit the exercise of all options outstanding under the Stock Option Plan within a 20-day period following the date of such notice and to determine that upon the expiry of such 20-day period, all options terminate and cease to have effect;
 - (k) approval by the shareholders of the Corporation is required for the following amendments to the Stock Option Plan: (i) amendments to the number of common shares issuable under the Stock Option Plan, including an increase to a maximum percentage or number of common shares; (ii) any amendment which reduces the exercise price or purchase price of an option held by an "insider" of the Corporation; (iii) any amendment extending the term of an option held by an "insider" beyond its original expiry date except as otherwise permitted by the Stock Option Plan; and (iv) amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX); and
 - (l) the Board of Directors of the Corporation may make the following types of amendments to the Stock Option Plan without seeking approval from the shareholders of the Corporation: (i) amendments of a "housekeeping" or ministerial nature, including any amendment for the purpose of curing any ambiguity, error or omission in the Stock Option Plan or to correct or supplement any provision of the Stock Option Plan that is inconsistent with any other provision of the Stock Option Plan; (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX); (iii) amendments necessary in order for options to qualify for favourable treatment under applicable taxation laws; (iv) amendments respecting administration of the Stock Option Plan; (v) any amendment to the vesting provisions of the Stock Option Plan or any option; (vi) any amendment which reduces the exercise price or purchase price, or any amendment to the term, of an option held by an optionee who is not an "insider" of the Corporation; (vii) any amendment to the early termination provisions of the Stock Option Plan or any option, whether or not such option is held by an "insider" of the Corporation, provided such amendment does not entail an extension beyond the original expiry date; (viii) the addition of any form of financial assistance by the Corporation for the acquisition by all or certain categories of eligible participants of common shares under the Stock Option Plan, and the subsequent amendment of any such provisions; (ix) the addition or modification of a cashless exercise feature, payable in cash or common shares of the Corporation; (x) amendments necessary to suspend or terminate the Stock Option Plan; and (xi) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

No options have been granted under the Stock Option Plan since its inception. The complete text of the Stock Option Plan is available to shareholders on request from the Secretary of the Corporation. Shareholders wishing to receive a copy of the Stock Option Plan should contact the Secretary of the Corporation at 8585 Trans-Canada Highway, Suite 300, Saint-Laurent, Québec H4S 1Z6.

At the Meeting, shareholders will be asked to consider a resolution ratifying, confirming and approving the Stock Option Plan, as required by the TSX. In order to be adopted, the resolution with respect to the Stock Option Plan must be approved by a majority of the votes cast by shareholders, either present in person or represented by proxy at the Meeting. The text of the resolution with respect to the Stock Option Plan is annexed as Schedule A to this Management Proxy Circular.

Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote for the resolution.

SHAREHOLDER PROPOSALS

The CBCA provides that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (referred to as a "Proposal") and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The CBCA further provides that the Corporation must set out the Proposal in its management proxy circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management proxy circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation at least 90 days before the anniversary date of the Notice of meeting that was sent to the shareholders in connection with the previous annual meeting of shareholders of the Corporation. As the notice in connection with the Meeting is dated March 16, 2009, the deadline for submitting a proposal to the Corporation in connection with the next annual meeting of shareholders is December 16, 2009.

The foregoing is a summary only. Shareholders should carefully review the provisions of the CBCA relating to Proposals and consult with a legal advisor.

CORPORATE GOVERNANCE

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer such as the Corporation must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

The Corporation was constituted under the laws of Canada. At present, eight individuals serve as the Directors and perform generally the same role as that performed by the Board of Trustees of TFI Operating Trust, which was wholly-owned by TransForce Income Fund prior to its conversion from an income fund to a corporation in May 2008.

1. Board of Directors

(a) *Disclose the identity of directors who are independent.*

The Board considers that André Bérard, Lucien Bouchard, Richard Guay, Ronald D. Rogers, Emanuele (Lino) Saputo, Joey Saputo and H. John Stollery are independent within the meaning of Multilateral Instrument 52-110 *Audit Committees*.

(b) *Disclose the identity of directors who are not independent, and describe the basis for that determination.*

The Board considers that Alain Bédard is not independent within the meaning of Multilateral Instrument 52-110 *Audit Committees* in that he is the President and Chief Executive Officer of the Corporation.

(c) *Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.*

The Board considers that seven of the eight members of the Board are independent within the meaning of Multilateral Instrument 52-110 *Audit Committees*. Accordingly, a majority of the directors on the Board is independent.

If the persons named under “Election of Directors of TransForce Inc.” above are elected, seven of the eight members of the Board will be independent within the meaning of Multilateral Instrument 52-110 *Audit Committees*.

- (d) *If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.*

The following directors are currently directors of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name of Director	Issuer
André Bérard	BCE Inc. BMTG Group Inc. Bombardier Inc. Saputo Inc.
Lucien Bouchard	BMTG Group Inc. Saputo Inc. Transcontinental Inc.
Richard Guay	Trimag L.P.
Ronald D. Rogers	Corus Entertainment Inc. Parkland Income Fund The Brick Group Income Fund
Emanuele (Lino) Saputo	Saputo Inc.

- (e) *Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer’s most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.*

The independent members of the Board meet at least on a quarterly basis without non-independent members of the Board or members of management present. Since January 1, 2008, the independent members of the Board have held seven meetings at which non-independent members of the Board and members of management were not present.

- (f) *Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.*

Alain Bédard, the Chairman of the Board, is not an independent Director. The Board has appointed André Bérard as “lead director” of the Board. The Board considers that André Bérard is independent within the meaning of Multilateral Instrument 52-110 *Audit Committees*.

As lead director of the Board, Mr. Bérard provides leadership in ensuring the effectiveness of the Board and is responsible for: (i) ensuring committees of the Board function appropriately; (ii) chairing meetings of the independent members of the Board; (iii) chairing meetings of the Board when Alain Bédard, the Chairman of the Board, is absent; and (iv) ensuring that the Board functions independently of management.

- (g) *Disclose the attendance record of each director for all board meetings held since the beginning of the issuer’s most recently completed financial year.*

In 2008, the Board held eight Board meetings, three HRCC meetings, three CG &NC meetings and five Audit Committee meetings. Attendance of members of the Board at the meetings is set out in the table below.

Director	Board	HRCC	CG & NC	Audit Committee
Alain Bédard	8/8	N/A	N/A	N/A
André Bérard Lead Director	8/8	N/A	3/3	5/5
Lucien Bouchard Chairman of the Corporate Governance and Nominating Committee	8/8	N/A	3/3	N/A
Richard Guay Chairman of the Human Resources and Compensation Committee	8/8	3/3	N/A	5/5
Joe Marsilii	4/4 ⁽¹⁾	N/A	1/1	N/A
Ronald D. Rogers Chairman of the Audit Committee	8/8	N/A	3/3	5/5
Joey Saputo	7/8	3/3	N/A	N/A
Emanuele (Lino) Saputo	7/7 ⁽²⁾	N/A	N/A	N/A
H. John Stollery	8/8	3/3	N/A	N/A

(1) Joe Marsilii did not present himself for re-election and consequently ceased to be a member of the Board on May 12, 2008. There were four meetings of the Board of Directors prior to May 12, 2008.

(2) Emanuele (Lino) Saputo was appointed as a member of the Board on February 27, 2008. There was one meeting of the Board of Directors prior to February 27, 2008.

2. Board Mandate

Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.

The Charter of the Board is incorporated by reference in this Management Proxy Circular and is available under the Corporation's profile on SEDAR at www.sedar.com.

3. Position Description

- (a) *Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.*

The Board has developed a written position description for the Chairman of the Board.

The primary role and responsibility of the chair of each committee of the Board is to: (i) in general, ensure that the committee fulfills its mandate, as determined by the Board; (ii) chair meetings of the committee; (iii) report thereon to the Board; and (iv) act as liaison between the committee and the Board and, if necessary, management of the Fund.

- (b) *Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.*

The Board and the President and Chief Executive Officer have developed a written position description for the President and Chief Executive Officer.

4. Orientation and Continuing Education

(a) *Briefly describe what measures the board takes to orient new directors regarding*

(i) *the role of the board, its committees and its directors, and*

(ii) *the nature and operation of the issuer's business.*

The Corporation provides new members of the Board with an appropriate orientation package and has adopted a New Director Training and Development Program.

Members of management meet with the Directors at Board meetings to familiarize the Board with their business issues and opportunities. Once or twice a year, Board meetings are held at operating sites and the Directors tour the sites.

(b) *Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.*

On an annual basis, the Board is surveyed to determine the knowledge of its members on various matters. The Fund provides training to the Board on new developments in the law and corporate governance.

5. Ethical Business Conduct

(a) *Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:*

(i) *disclose how a person or company may obtain a copy of the code*

The Board has adopted a Code of Ethics for the Corporation, a copy of which is sent to all employees of the Corporation and its subsidiaries. The Code of Ethics is available under the Corporation's profile on SEDAR at www.sedar.com and on the Corporation's website at www.transforce.ca.

(ii) *describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code*

The Corporate Governance and Nominating Committee ensures that a copy of the Code of Ethics is sent to all new employees. On an annual basis, the Corporate Governance and Nominating Committee questions management as to how the Code of Ethics has been applied. In particular, the Committee determines whether there have been derogations from the Code of Ethics and, if so, the circumstances and details thereof.

(iii) *provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code*

There are no such reports.

(b) *Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.*

Since the inception of the Corporation in May 2008, the Corporation has not entered into any transactions or agreements in respect of which a member of the Board or an executive officer of the Corporation had a material interest. If such a transaction or agreement arises, the member of the Board who has a material interest therein will not participate in meetings of the Board at which the transaction or agreement is considered.

- (c) *Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.*

In addition to the measures set out above, the Board has adopted “Rules of Conduct of Insiders Respecting Trading of Securities of TransForce Inc.”. The Rules of Conduct apply to the members of the Board and to senior executives of the Corporation and its major subsidiaries. Approximately 50 people are subject to the Rules of Conduct. The Rules of Conduct provide for “blackout” periods during which trading in the securities of the Corporation is not permitted, and require that prior approval for trading in securities of the Corporation be obtained from either the President and Chief Executive Officer or the Secretary of the Corporation.

The Corporation has adopted a Disclosure Policy, applicable to all the members of the Board, executive officers, employees and its subsidiaries, in compliance with legal disclosure requirements and good corporate governance.

6. Nomination of Directors

- (a) *Describe the process by which the board identifies new candidates for board nomination.*

The Corporate Governance and Nominating Committee is responsible for recommending candidates for election, filling vacancies on the Board and assessing the performance of the Board. The Board also uses the services of recruitment firms in order to identify potential new members of the Board.

- (b) *Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.*

The Corporate Governance and Nominating Committee is composed exclusively of independent directors.

- (c) *If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.*

The responsibilities, powers and operations of the Corporate Governance and Nominating Committee are set out in its charter, which is incorporated by reference in this Management Proxy Circular and available under the Corporation’s profile on SEDAR at www.sedar.com.

7. Compensation

- (a) *Describe the process by which the board determines the compensation for the issuer’s directors and officers.*

The Corporate Governance and Nominating Committee is mandated to review and recommend to the Board for approval the compensation of the Directors of the Board. The review is done on an annual basis in the light of market conditions and, if appropriate, adjustments are made to the level of compensation of the Directors of the Board at the beginning of each year.

The role of the Human Resources and Compensation Committee is to monitor and assess the performance of the Named Executive Officers and determine the compensation levels on an annual basis. More information is provided under the section “Executive Compensation – Compensation Discussion and Analysis”.

The Board has adopted a shareholding policy for Directors under which the Directors must own a minimum number of Shares equivalent in value to twice their annual retainer as board members. The Directors have a period of four years from the later of January 31, 2007 or the date of his appointment to comply with such policy. More information is provided under the section “Compensation of Directors”.

- (b) *Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.*

The Human Resources and Compensation Committee is composed exclusively of independent directors.

- (c) *If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.*

The responsibilities, powers and operations of the Human Resources and Compensation Committee are set out in its charter, which is incorporated by reference in this Management Proxy Circular and available under the Corporation's profile on SEDAR at www.sedar.com.

- (d) *If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.*

The Corporation has used Mercer (Canada) Inc. ("**Mercer**") to provide benchmarks for use by the Human Resources and Compensation Committee in determining the compensation of the senior executives of the Corporation and its subsidiaries. Other mandates of Mercer were to assist the Corporation in developing a compensation philosophy and to provide advice on various executive compensation matters.

8. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

There are no committees of the Board other than the: (i) Audit Committee; (ii) Human Resources and Compensation Committee; and (iii) Corporate Governance and Nominating Committee.

9. Assessments

Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.

Each member of the Board completes a questionnaire on an annual basis relating to the effectiveness of the Board. The completed questionnaires are analyzed by the Secretary of the Corporation, who reports to Lucien Bouchard, Chairman of the Corporate Governance and Nominating Committee. In particular, if two or more members of the Board express the same concern, it is reported to the Chair of the Corporate Governance and Nominating Committee and addressed at the next meeting of the Committee. If necessary, the concern is also addressed at the next meeting of the Board.

OTHER MATTERS

Management of the Corporation knows of no other matter to come before the shareholders' Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the shareholders' Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

ADDITIONAL INFORMATION

The Corporation's financial information is included in its consolidated financial statements, the notes thereto and Management's Discussion and Analysis for the financial year ended December 31, 2008. Copies of the foregoing documents and additional information relating to the Corporation can be found under the Corporation's profile on SEDAR at www.sedar.com and may also be obtained upon request to the Secretary of the Corporation at its head office, 8585 Trans-Canada Highway, Suite 300, Ville Saint-Laurent, Québec H4S 1Z6, telephone (514) 331-4000.

AUTHORIZATION

The contents and the mailing of this Management Proxy Circular have been approved by the Board of Directors of the Corporation.

A handwritten signature in black ink, appearing to read "Alain Bédard". The signature is written in a cursive style with a large initial "A" and "B".

Alain Bédard
President and Chief Executive Officer
TransForce Inc.

Signed at Montreal, Québec
March 16, 2009

SCHEDULE A

SHAREHOLDERS' RESOLUTION

WHEREAS on May 12, 2008, the Board of Directors of the Corporation adopted the 2008 Stock Option Plan; and

WHEREAS pursuant to the policies of the Toronto Stock Exchange, it is necessary to obtain the approval of the shareholders of the Corporation with respect to the 2008 Stock Option Plan.

BE AND IT IS HEREBY RESOLVED:

THAT the 2008 Stock Option Plan, as adopted by the Board of Directors of the Corporation on May 12, 2008 and as described in the management proxy circular of the Corporation dated March 16, 2009, be and it is hereby ratified and confirmed.