COLABOR GROUP INC.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 29, 2018

February 21, 2019

TALE **OF CONTENTS**

EXPLANATORY NOTES

Unless otherwise indicated, the information included in this Annual Information Form is as of December 29, 2018.

Unless otherwise indicated or the context otherwise requires, “Colabor” or the “Corporation” refers to Colabor Group Inc., “Colabor LP” refers to Colabor Limited Partnership, together with its general partner, Colabor Management Inc.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “$” are to Canadian dollars.

Certain statements in this Annual Information Form may constitute “forward-looking” statements within the meaning of applicable securities laws and which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Colabor, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. All information and statements other than statements of historical fact contained in this Annual Information Form and the documents incorporated by reference herein are forward-looking statements, including, without limitation, statements regarding the future financial position, cash distributions, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving Colabor. When used in this Annual Information Form, such statements use such words as “may”, “could”, “should”, “would”, “will”, “expect”, “intend”, “plan”, “project”, “estimate”, “anticipate”, “believe”, “seek”, “target”, “strive” or “continue”, or the negative thereof, and other similar terminology. These statements reflect current expectations regarding future events and operating performance and speak only as of the date of this Annual Information Form. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Although the forward-looking statements contained in this Annual Information Form are based upon what management of Colabor believes are reasonable assumptions, Colabor cannot assure investors that actual results will be consistent with these forward-looking statements.

A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements. Some of the factors that could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include: (i) competition from other food products and non-food products distributors; (ii) ability to maintain relationships with existing customers; (iii) changes in consumer discretionary spending resulting from changes in economic conditions and/or general consumer confidence levels; (iv) changes in the cost of products sourced from third party manufacturers and sold through Colabor’s distribution network; (v) changes in distribution and retail market and in consumer preference; (vi) new regulations affecting Colabor’ business and operations; and (vii) other factors discussed or referenced in the “*Risk Factors*” section.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in this Annual Information Form as intended, planned, anticipated, believed, estimated or expected. Unless required by applicable securities law, the Corporation does not intend, and does not assume any obligation, to update or revise these forward-looking statements. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement.

CORPORATE STRUCTURE

Name, Address and Incorporation

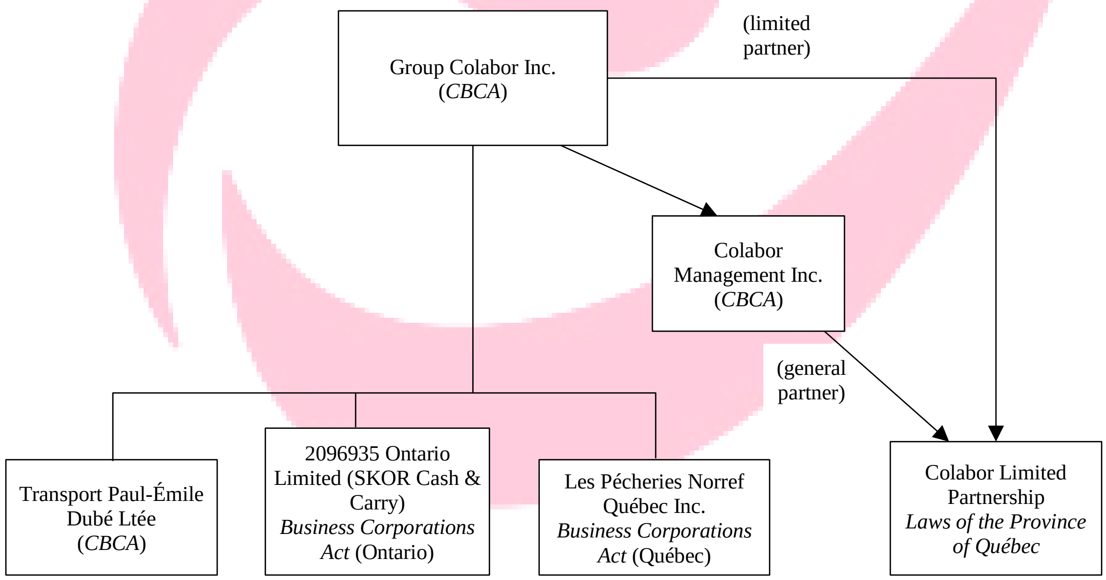
Colabor Group Inc. was incorporated by certificate of incorporation issued pursuant to the provisions of the *Canada Business Corporation Act* (the "CBCA") as 6513590 Canada Inc. on February 1, 2006. On April 10, 2006, the Corporation amended its articles to change its name to "ConjuChem Biotechnologies Inc.", to remove share transfer restrictions, and to restate its authorized share capital to repeal all classes of shares other than common shares.

Colabor Income Fund (the "Fund") was an unincorporated, open-ended, limited purpose trust that was established under the laws of the Province of Québec under a Declaration of Trust dated May 19, 2005. On July 8, 2009, the Fund announced its intention to convert from an income trust structure to a corporation. In order to effect the conversion, the Fund entered into an arrangement agreement with among others, the Corporation, in order to conclude the conversion pursuant to a statutory plan of arrangement under the CBCA. The conversion was completed on August 25, 2009. (See "*General Development of the Business*" section of this Annual Information Form).

The head and registered office of Colabor is located at 1620 de Montarville Blvd., Boucherville, Québec, J4B 8P4.

Intercorporate Relationships

The following chart illustrates the corporate structure of Colabor operating entities as of February 21, 2019. Each of these entities is wholly-owned by Colabor Group Inc.



GENERAL DEVELOPMENT OF THE BUSINESS

History of the Business of Colabor

In 1962, 37 distributors formed a buying group to acquire confectionery products in larger quantities and, consequently, to benefit from rebates based on volume of purchases in order to be more competitive. This buying group was a cooperative named "Syndicat coopératif Colabor", created under the *Cooperative Syndicates Act* (Québec). It was continued as a corporation under the *Canada Corporations Act* under the name of "Colabor Canada (1973) Ltd.", became "Colabor Inc." in 2000 following a corporate reorganization and ultimately became Colabor Investments, after having changed its corporate name in 2005.

As a cooperative, all of the benefits generated by the rebates from manufacturers and other suppliers were distributed to the members every year. Colabor Investments continued to operate in a similar fashion even after it became a corporation.

Colabor Investments' business evolved over the years from the distribution of confectionery products to also include the distribution of other products such as dry goods, beauty and care products, refrigerated products, frozen foods and other food, food-related and non-food products. By 2000, Colabor Investments was an integrated marketing and distribution network for the retail and foodservice markets and, by then, Colabor Investments undertook a corporate reorganization in order to retain a portion of its earnings in order to finance its growth. This evolution positioned at that time Colabor Investments as an attractive alternative in Eastern Canada for independent wholesale distributors servicing retailers, restaurants and other foodservice operators wishing to remain independent while taking advantage of the benefits of purchasing power, private label products and a procurement system usually available only to integrated chains. Throughout its history, Colabor Investments had continuously expanded its clientele and its range of products.

In June 2005, the Fund acquired indirectly the assets of Colabor Investments and completed an initial public offering. On August 25, 2009, the Fund completed its conversion from an income fund structure to a corporation (the "Conversion"). Following the Arrangement, the unitholders of the Fund received one common share of the Corporation for each unit of the Fund held on the effective date of the Arrangement. Moreover, pursuant to the terms of the Conversion, the Corporation acquired the exchangeable units of Colabor LP held by Colabor Investments in exchange of common shares of the Corporation. Following the Conversion, the Corporation became indirectly the operating entity of the business of Colabor LP and its subsidiaries. The Fund's trustees and the officers of Colabor LP then in office became the directors and officers of the Corporation. The Corporation then carried on the activities that were carried on indirectly by the Fund before the Conversion to a corporate structure.

On November 2, 2009, Colabor announced it had completed an internal reorganization of its structure through which the Fund, Colabor Operating Trust and Bertrand Food Distributor Inc., a company acquired by Colabor LP on April 28, 2008, were liquidated, or amalgamated with Colabor. Pursuant to the reorganization, Colabor assumed all of the obligations and liabilities of such entities and became the sole limited partner of Colabor LP. This reorganization was intended to simplify the corporate structure of Colabor by removing entities no longer required as a result of its conversion from an income trust structure to a corporate structure.

The Corporation started its acquisitions in 2007, in particular with the acquisition of substantially all of the assets of Summit Food Service Distributors Inc., and with the acquisition, in 2008, of all of the outstanding shares of Gestion Bertrand & Frères Inc., an important independent distributor in Eastern Québec. In 2008, Colabor also purchased the assets of RTD Distributions Ltd., including its subsidiary Transport Paul-Émile Dubé Ltée, thus allowing the Corporation to better serve in Eastern Québec and in New Brunswick. In 2011, Colabor completed other acquisitions including the acquisition of all of the outstanding shares of Les Pêcheries Norref Québec Inc. ("Norref"), a leading importer and distributor of fresh fish and seafood products in the province of Québec and in the Ottawa region, the acquisition of the assets of Edfrex, a distributor affiliated with Colabor operating mainly in New Brunswick, as well as the acquisition of all of the outstanding shares of SKOR Food Group Inc. ("SKOR"), a vertically integrated full service wholesale food supplier to the foodservice and retail industries active in Ontario.

Between 2012 and 2014, the Corporation expanded its activities with the acquisition of the assets of a leading wholesaler and distributor of meat, Viandes Décarie Inc. ("Viandes Décarie"), the acquisition of substantially all of the assets of T. Lauzon Ltd. ("T. Lauzon") and certain inventory of a related entity to T. Lauzon, as well as the acquisition of substantially all of the assets of Poissonnerie Marcotte (1980) Inc. ("Marcotte Alimentation"), a distributor of food and non-food products based in Trois-Rivières, Québec.

Company history for the last three financial years

Fiscal 2018

On January 15, 2018, Colabor proceeded with the reduction of its outstanding shares by 934,900 common shares that the Corporation held in its own share capital, following the liquidation of a position of 5,087,439 common shares owned by Colabor

Investments in the Corporation. Following Colabor Investments' decision to proceed with a dissolution, such position was liquidated and distributed to the shareholders of Colabor Investments in proportion of the category E and category F shares they held in Colabor Investments. Since the Corporation was a shareholder of Colabor Investments, it received its proportionate allocation of the shares, being 934,900 common shares, which were automatically cancelled since the Corporation cannot hold its own shares as provided for in its incorporating law.

On February 5, 2018, Mr. Lionel Ettedgui joined Colabor as the new President and Chief Executive Officer of the Corporation, succeeding to Mr. Claude Gariépy who retired as of March 2, 2018.

On August 13, 2018, Mr. John Hemeon joined Colabor as Senior Vice President and General Manager of its Summit Food Service division replacing Mr. Darrell J. Moss, who had replaced Mr. Jack Battersby following Mr. Battersby's retirement in June 2017 and held this position until March 6, 2018. Mr. Lionel Ettedgui assumed the role in the interim.

On September 4, 2018, Colabor announced the extension of its senior credit facilities (the "Credit Facilities") on the same terms for an additional one-year period until October 13, 2020 and of its secured subordinated loan (the "Subordinated Loan") for an additional six-month period, also on the same terms. (See "*Fiscal 2016*" section of this Annual Information Form.)

On September 10, 2018, Colabor announced the replacement of its Senior Vice President and Chief Financial Officer, Mr. Jean-François Neault, with Mr. Mario Brin joining the Corporation as interim Senior Vice President and Chief Financial Officer. On January 16, 2019, Mr. Brin's engagement was terminated by mutual agreement. The Corporation is continuing its search to fill in the Vice President and Chief Financial Officer position.

On October 18, 2018, Colabor announced further changes to the management team, including the appointment of Ms. Elisabeth Tremblay as Vice-President, Human Resources and Communications, Mr. Daniel Valiquette as Vice President, Centralized Negotiations and Private Label, and Mr. Mathieu Dumulong to the newly-created position of Vice President, Sales for Colabor.

On October 31, 2018, the Corporation closed one of its Skor Cash & Carry stores located on Logan Street in Toronto, Ontario.

On November 16, 2018, Colabor put forward a plan to streamline its workforce, which had been approved by the board of directors of the Corporation (the "Board of Directors") and resulted in the elimination of 51 positions encompassing most of the Corporation's divisions.

Fiscal 2017

On February 23, 2017, M. J. Michael Horgan was appointed as director of the Corporation to fill the vacancy created following the resignation of Mr. Gaétan Brunelle.

On April 30, 2017, in the context of implementing the plan to rationalize and optimize the Corporation's operations put in place in 2016, the Corporation ceased its operations at its distribution center in Vaughan. Customers from Vaughan were reassigned to the other distribution centers of the Corporation in Mississauga, London or Ottawa, based on their location. Customers in Ontario have since been serviced by these 3 distribution centers.

In October 2017, by mutual agreement, Colabor and Recipe Unlimited Corporation, formerly known as Cara Operations Limited ("Cara"), agreed that Colabor would cease supplying restaurants operating under the Montana's BBQ & Bar banner starting April 1, 2018. The procurement of this banner represented annual sales of just over $30 million.

On November 8, 2017, Colabor received a notice of assessment for an amount of $6.5 million from the Ontario Ministry of Finance concerning the sales of tobacco products in the territory of the First Nations, mainly sales that took place over a short period between 2013 and 2014 to a particular client and with regards to which the Ontario Ministry of Finance considers that sales taxes should have been perceived and remitted. This assessment has been paid from the treasury of Colabor and will not have a major impact on the Corporation's ability to meet its financial obligations or its working capital. The Corporation filed a notice of objection against such assessment on December 21, 2017.

On November 13, 2017, Colabor announced that Stéphane Gonthier was leaving his positions, effective December 31, 2017, as director of the Corporation and Chairman of the Corporate Governance and Human Resources Committee. On November 15, 2017, Ms. Elaine Zakaïb informed the Corporation she had to resigned as director of the Corporation. On December 13, 2017, Colabor increased the number of members of the Board of Directors to 8 members. The same day, the Corporation appointed Mr. Raymond Paré, effective immediately, as the nominee of the Fonds de solidarité FTQ ("FSTQ") on the Board of Directors, in replacement of Ms. Zakaïb. Mr. Denis Mathieu and Mr. Warren White were also appointed as director of the Corporation, effective January 1,

2018. Mr. Raymond Paré was appointed Chairman of the Audit Committee to replace Mr. Marc Baillargeon who was appointed Chairman of the Corporate Governance and Human Resources Committee.

On November 13, 2017, following receipt of a termination notice, Colabor stopped supplying the Popeyes Louisiana Kitchen ("Popeye") chain. This contract represented more than $40 million in annual sales at the time. (See section 8 of the *Management's Discussion & Analysis for the exercise ended on June 17, 2017*, which section is hereby incorporated by reference into this Annual Information Form. The document is available at SEDAR at www.sedar.com).

Fiscal 2016

On January 26, 2016, Colabor announced a plan to rationalize and optimize its operations. The plan, approved by the Board of Directors, was intended, at that time, to further improve Colabor's operating efficiency and profitability despite difficult business conditions in the foodservice distribution industry, and to complete the integration of its acquisitions of recent years.

The plan encompasses most of Colabor's divisions and consists mainly of centralizing and consolidating certain operations at the head office of the Corporation or of its divisions. It entailed the elimination of approximately 120 jobs, or 8% of the Corporation's headcount. In addition to a reduction of current personnel, some vacant positions were eliminated.

On October 13, 2016, Colabor announced the closing of recapitalization transactions intended to reduce Colabor's indebtedness and enhance the Corporation's capital structure (the "Recapitalization Transactions").

Pursuant to the Recapitalization Transactions, which included a $50 million rights offering (the "Rights Offering"), which resulted in the subscription of common shares in the share capital of the Corporation (the "Common Shares") as follow:

- shareholders of Colabor, other than the Standby Providers (as defined below), subscribed to 36,288,220 Common Shares for an aggregate amount of $24,305,901;
- Z-Holdings North ULC ("Z-Holdings"), an affiliate of The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust dated 4-2-07 ("Zucker"), together with Zucker subscribed to 12,077,675 Common Shares for an aggregate amount of $8,092,042;
- Robraye Management Ltd. ("Robraye"), an affiliate of Robert J. Briscoe, together with Mr. Briscoe subscribed to 8,021,527 Common Shares for an aggregate amount of $5,374,423;
- FSTQ subscribed to 5,864,225 Common Shares for an aggregate amount of $3,929,030.75;
- Investissement Québec ("IQ") subscribed to 5,864,225 Common Shares for an aggregate amount of $3,929,030.75; and
- CDPQ (together with Z-Holdings, Robraye, FSTQ and IQ, the "Standby Providers") subscribed to 6,510,994 Common Shares for an aggregate amount of $4,362,366.

Of the proceeds from the Rights Offering, (i) $17.5 million were used to reduce the Corporation's Subordinated Loan with a complete repayment of amounts owed thereunder to Avrio Subordinated Debt Limited Partnership and BDC Capital Inc. (with FSTQ remaining as sole lender), (ii) approximately $30 million were used to pay amounts outstanding under the Credit Facilities, and (iii) the remaining approximately $2.5 million were used to pay transaction costs and other general corporate purposes. The Credit Facilities consist of a committed revolving credit facility for a maximum authorized amount of $140 million and borrowing thereunder may be drawn, prepaid and re-borrowed until maturity. The Credit Facilities are repayable in full upon maturity, which was extended, as part of the Recapitalization Transactions, to October 13, 2019 for the Credit Facilities and to October 13, 2020 for the Subordinated Loan, then further extended in 2018 for an additional one-year period with regards to the Credit Facilities, and for an additional six-month period with regards to the Subordinated Loan.

In addition, Colabor paid an amount of $500,000 to Robraye as of October 13, 2016 in consideration of the option to purchase Dubé & Loiselle Inc. ("Dubé Loiselle") within three years.

The Corporation also extended the maturity date of the debentures issued on April 27, 2010 (the "Debentures") until October 13, 2021, increased their interest rate from 5.70% to 6.00% and reduced their conversion price from $16.85 to $2.50 per Common Share pursuant to a supplemental trust indenture dated as of October 13, 2016 (the "Supplemental Indenture") with Computershare Trust Company of Canada (the "Debenture Trustee").

As part of the Recapitalization Transactions, nomination rights were granted by Colabor to the Standby Providers:

- CDPQ has the right to propose for election as director one candidate as long as it holds at least 5% of the issued Common Shares whose appointee must be an eligible director pursuant to the CBCA and deemed "independent" within the meaning of *Regulation 52-110 respecting Audit Committees* ("Regulation 52-110").

- Mr. Briscoe has the right to propose for election as director one candidate while he holds at least 5% of the issued Common Shares whose appointee must be an eligible director pursuant to the CBCA.

- FSTQ has the right to propose for election as director one candidate while it holds at least 7.5% of the issued Common Shares whose appointee must be an eligible director pursuant to the CBCA and deemed "independent" within the meaning of Regulation 52-110.

- IQ has the right to propose for election as director one candidate while it holds at least 7.5% of the issued Common Shares whose appointee must be an eligible director pursuant to the CBCA and deemed "independent" within the meaning of Regulation 52-110.

- Zucker has the right to propose for election as director one candidate while it holds at least 7.5% of the issued Common Shares whose appointee must be an eligible director pursuant to the CBCA and deemed "independent" within the meaning of Regulation 52-110.

Recent developments subsequent to year ended December 2018

As of February 21, 2019, Mr. Robert J. Briscoe has resigned in his role of Executive Vice Chairman of the Board of Directors. Mr. Briscoe remains a Director and an important shareholder of Colabor.

BUSINESS OF COLABOR

Colabor is a wholesaler and distributor of food and non-food products serving the foodservice market, specifically, hotels, restaurants, institutions and the retail market. It carries out its activities through two segments: the distribution segment and the wholesale segment as more fully described below.

Distribution Segment

The distribution segment includes the following divisions:

Summit Food Service (Ontario Division)

The Summit division distributes more than 14,000 products from its distribution centers in Ottawa, London and Mississauga to more than 3,600 customers, including (i) Cara; (ii) other foodservice chains; (iii) independent restaurants; as well as (iv) institutions, including hospitals, schools and government institutions. Summit's product line includes frozen products, dry staples, dairy products, meat, seafood, fruits and vegetables and disposable and sanitation products. Since the closure of the warehouse in Vaughan on April 30, 2017, this division has approximatively 450 employees and 3 distribution centers including an administrative department in London, which primarily serves the Ontario market, but also distributes products to Cara restaurants in Québec. Summit distribution centers are HACCP certified.

Skor Cash & Carry

Summit also operates three "Skor Cash & Carry" locations in southern Ontario, which offer over 10,000 retail and foodservice products to convenience stores, small grocery stores, cafeterias and restaurants.

Colabor Food Distributor (East of Quebec)

Colabor Food Distributor is a major distributor of the foodservice and retail market customers in the Québec City, Mauricie, Saguenay, Lower Saint-Lawrence, Gaspésie, New Brunswick regions and part of the North Shore and the Lower North Shore regions. It employs approximately 460 people, distributes over 12,000 products from its two warehouses located in Lévis and Rimouski. This division's customers consist primarily of foodservice operators, specialty food stores, institutional accounts such as healthcare institutions, schools and universities, certain other retail customers, in all reaching approximately 4,600 customers.

Colabor Food Distributor offers a complete range of products including frozen products, dry staples, dairy products, meat, seafood, fruits and vegetables and disposable and sanitation products, therefore, a multi-service solution to its clients.

Les Pêcheries Norref Québec Inc. (Norref) (Central Québec Division)

Norref is a company specialized in the importation and distribution of fresh fish and seafood products importer and distributor in the province of Québec and in the Ottawa region, and is recognized as the leading importer and distributor of this type in the province of Québec. Norref operates from a 40,000 sq. ft. warehouse in Montréal where it employs approximately 175 people, and distributes a full range of fresh and frozen fish products. Its diversified client base is comprised of supermarkets, restaurants, hotels, caterers and fish markets. Norref's facilities are HACCP certified and federally approved to distribute its products nationally.

Lauzon Meats

Lauzon Meats prepares and processes high quality meats for the provinces of Québec and Ontario and is a leading distributor of high profile beef brands such as Angus Pride and Sterling Silver. Lauzon Meats is renowned, among other things, for its products, its expertise and for its efficient and flexible service in the restaurant, hospitality industry and institutional sectors. Lauzon Meats operates from its 68,000 sq. ft. federally approved HACCP certified plant in Montréal, Québec. This division employs approximately 100 employees.

Wholesale Segment

The wholesale segment includes the following divisions:

Boucherville Distribution Centre (Boucherville)

Sales of the Boucherville Distribution Centre consist of food, food-related and non-food products that it purchases and supplies to wholesale distributors that, in turn, distribute these products to over 25,000 customers operating in the retail or foodservice market segments in Québec and the Atlantic provinces.

The Boucherville Distribution Centre operates from its 371,000 sq. ft. distribution center and employs approximately 155 employees. The Boucherville Distribution Centre distributes approximately 15,000 products sourced from 550 suppliers and manufacturers to wholesale distributors, integrated retail chains and food exporters in Ontario, Québec, in the Atlantic Provinces and in Northern Québec. Since the vast majority of these customers maintain a transportation fleet to service their own customers, the wholesale segment does not offer delivery services itself and, consequently, does not maintain its own fleet of trucks.

Viandes Décarie (Décarie)

Décarie is a meat wholesaler and distributor. It has a distribution center of about 27,000 sq. ft. located in Montréal and employs approximately 50 employees. As a wholesaler, it distributes a wide range of fresh and frozen meat including beef, veal, lamb, pork and poultry. It has a diversified customer base of foodservice distributors, food retailers and speciality butchers. Décarie's facilities are HACCP certified and federally approved to sell their products throughout Canada.

Suppliers

Colabor purchases products for resale to its customers from approximately 600 manufacturers and suppliers mostly located in Canada. No single supplier accounts for more than 10% of Colabor's purchases. Brand name products are purchased directly from the manufacturer or supplier, through the manufacturer's or supplier's representatives or through food brokers. "Multi-Choice" and "Menu" label products are purchased from producers, manufacturers or packers who are licensed by Colabor. Colabor purchases products in large volume and resells them in the smaller quantities as required by its customers.

Substantially all categories of products distributed by Colabor are available from a variety of manufacturers and suppliers and Colabor is not dependent on any single source of supply for any specific category. However, market conditions or client requirements dictate that certain nationally prominent brands, available from single suppliers, be available for distribution.

Purchasing Alliances

Colabor LP is a member shareholder of a Canada-wide buying group called ITWAL Ltd. ("ITWAL"). Following the Summit Acquisition, Colabor LP became a member of the Associated Food Distributors ("AFD") buying group for the foodservice industry. AFD and ITWAL combine their purchasing power through a single entity name National Brand Marketing Company.

Facilities

Colabor LP occupies, under a long-term lease agreement, its Boucherville facility offering approximately 370,000 sq. ft. of warehousing capacity. The design of this facility would allow for an increase of its warehousing capacity from its current capacity to approximately 650,000 sq. ft., thereby facilitating future expansion plans.

Colabor LP, for its Summit Division, is also the tenant of facilities located in Ottawa (Ontario), Mississauga (Ontario) and London (Ontario) under lease agreements for terms varying from 5 to 10 years and each lease may be extended, subject to customary conditions, for further successive and consecutive terms of five years, upon the same terms and conditions, save and except for the basic rent. In addition, locations are currently operated as "Skor Cash & Carry" store in Peterborough, London and one store located in Toronto, Ontario. Colabor closed one Skor Cash & Carry store located on Logan Street, Toronto, in Ontario, on October 31, 2018.

Colabor maintains distribution centers in Lévis and Rimouski. The Lévis distribution center, offering 170,000 sq. ft. of warehousing capacity, is equipped with modern equipment for receiving, storing and shipping large quantities of merchandise. The design of the Lévis distribution center allows for 100,000 sq. ft. increase of its warehousing capacity, thereby facilitating further expansion. The Rimouski distribution center offers a 110,000 sq. ft. of warehousing capacity.

Norref and Viandes Décarie both occupy facilities in Montréal, Québec of approximately 40,000 sq. ft. and 27,000 sq. ft. respectively, under the terms of long-term leases which were executed at the time of the completion of those respective acquisitions by Colabor. Following the acquisition of the assets of T. Lauzon, Colabor now occupies a 68,000 sq.ft. facility in Montréal pursuant to a 10-year lease, with options to extend this term.

Food Safety and Quality Control

Colabor, as part of its quality control program, recognizes that food safety, particularly in perishable products, is of the utmost importance. Colabor maintains strict policies in the way it sources, handles and stores food to ensure that food quality and safety are not compromised as well as to ensure the traceability of products delivered to its customers, allowing Colabor to assist manufacturers and suppliers in the event of a product recall. The three distribution centers in Ontario as well as the Norref, Décarie and Lauzon facilities are HACCP certified.

Competition

Food distribution and marketing is highly competitive with participants of varying sizes. In the foodservice market, competition comes from large international corporations such as Sysco Corporation and Gordon Food Service (GFS Canada Company Inc.), and other regional players in Québec and Ontario.

In the distribution to the retail market, Colabor faces competition from local distributors, from national vertically-integrated distributors and wholesale stores such as Costco or Presto. While the number of competitors and the degree of competition varies by product and region, many of the competitors of Colabor are present throughout the territory currently served by Colabor.

As Colabor expands into other geographic markets or continues to expand its product offering, it expects to face new competitors.

Management believes that the principal key success factors in the food distribution business include service, price, breadth of products offered, distribution service level, private label products offered and efficiency of inventory management system.

Information Technology

Colabor has order management systems which allow customers to place and confirm orders 24 hours a day, seven days a week. The order management systems provide information such as product availability and order status, monitor inventories and handle the distribution of food products. Colabor's order management systems provide buying departments with extensive data to measure the movement and profitability of each inventory item, forecast seasonal trends, and recommend the terms of purchases, including the level of inventory to be purchased. The order management systems also allow Colabor's buying department to take advantage of price increases or situations where a manufacturer or supplier is selling an item at a discount pursuant to a special promotion, an industry practice known as "forward buying". These systems, which operate in conjunction with the warehouse management systems, feature full electronic data interchange capabilities and accounting interfaces. Colabor strives to continually improve its information technology systems to better serve its needs and those of its customers and to ensure efficient cost management.

Intellectual Property Rights

Colabor is not dependent upon any single trademark or trade name, although some trademarks on private label products are important to its business. As a result, Colabor recognizes the importance of its corporate and brand trademarks and the need to protect and enhance their value. It is a practice of Colabor to register or otherwise protect its trademarks. Colabor has also developed non-public proprietary information regarding its business and uses internal procedures and safeguards to protect the confidentiality of such information as well as the information provided by its clients and suppliers.

Employees

As of December 29, 2018, Colabor had 1,438 full-time employees of which 766 were unionized and 672 were non-unionized. Colabor and the entities of its group are party to 14 collective bargaining agreements expiring between December 2019 and December 2021. The collective bargaining agreement with its unionized employees at the Boucherville site has been renewed in October 2018. The employees of Décarie had initiated and recently obtained their union accreditation in February 2017. The first collective bargaining agreement with these employees was signed as of March 1st, 2018. None of Colabor entities has a history of material labour unrest, and Colabor believes that its relationship with its employees is good.

RISK FACTORS

Dependence on Cara

For the financial year ended December 29, 2018, sales to Cara (including franchisees of Cara) represented approximately 20% of Colabor's sales. The loss of Cara as customer, a decrease in purchase by Cara or a decrease in Cara's market share in the foodservice industry could have a material and adverse effect on Colabor's financial condition, results of operations and liquidity. This risk has been mitigated by the renewal of Cara's distribution agreement, as amended on December 22, 2017, until the end of 2022. Management is aware of the importance of the Cara deal and is working to mitigate this dependence.

Competition

Food distribution and food marketing is a highly competitive industry. Colabor competes with other foodservice distributors and distribution divisions of retail grocery chains. Some of these competitors have more significant operations within the marketplace, are well established suppliers to the markets that Colabor serves. Consolidation in the industry, the presence of international foodservice distributors and mass merchandisers and heightened competition could create competitive pressures that reduce margins and adversely affect Colabor.

Low Margin Business

The foodservice distribution industry in which Colabor mainly operates is characterized by low profit margins. As a result, Colabor's results of operations are sensitive to, and may be materially adversely impacted by, among other things, competitive pricing pressures, modification to suppliers selling programs, increased interest rates, inflation with respect to wages and energy costs, and deflation in food prices. There can be no assurance that one or more of such factors will not have a material adverse effect on Colabor's results of operations.

Consumer Consumption Preference

Colabor's business is dependent, in part, upon the continued growth of consumer interest in the products it distributes. Notwithstanding the attributes of the products distributed by Colabor, changes in consumer preferences may affect demand for Colabor's products. Therefore, Colabor continues to expand its product line to minimize the impact that any significant change in consumer consumption preferences may have.

Availability of Future Financing

Colabor's principal sources of funds are cash generated from its operating activities and borrowing capacity remaining under the Credit Facilities or the Subordinated Loan and/or from future securities offerings. Colabor may require additional equity or debt financing to meet its financing requirements. This could prevent the Corporation from concluding business acquisitions, or delay capital investments. This financing may not be available when required or may not be available on commercially favourable terms or on terms that are otherwise satisfactory to Colabor. Limited availability of financing may affect the Corporation in many different ways. Lack of financing may affect Colabor's ability to pursue its growth objectives, which could adversely affect its financial condition and results of operations.

Credit Facilities and Restrictive Covenants

Colabor has third party debt service obligations under the amended and restated credit agreement governing the Credit Facilities and the loan agreement governing the Subordinated Loan. Colabor's fixed charge coverage ratio could have important consequences for the shareholders, including: (i) a portion of Colabor's cash flow from operations may be dedicated to the payment of the principal and of the interest on its indebtedness, thereby reducing funds available for distribution as dividend; (ii) certain of Colabor's borrowings are at variable rates of interest, which exposes Colabor to the risk of increased interest rates. Colabor's ability to make as planned payments of principal and interest on, or to refinance, its indebtedness depends on its future operating performance and cash flow, which are subject to prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control.

The term of the Credit Facilities, which had been extended until October 13, 2019, has further been amended as of August 31, 2018 to extend the term by an additional one-year period, to October 13, 2020. The balance outstanding on the Subordinated Loan must be repaid in April 2021 following an extension of the term by an additional 6-month period dated August 31, 2018. Colabor may need to refinance these credit facilities at the expiration of the term of the Credit Facilities or of the Subordinated Loan. in the event of a refinancing, the terms of any new credit facilities may be less favourable or more restrictive than the current terms of financing which may indirectly limit or negatively impact the future ability of Colabor to pay dividends to shareholders.

Insufficiency or Unavailability of Insurance Coverage

Colabor maintains property, general liability and business interruption insurance and directors and officer's liability insurance. This insurance may not remain available at commercially reasonable rates, and the amount of its coverage may not be adequate to cover any liability Colabor incurs. Future increases in insurance costs, coupled with the increase in deductibles, may result in higher operating costs for Colabor. In addition, uninsured losses could adversely affect Colabor's financial condition and results of operations. In order to minimize the risks associated with insurance coverage, the Corporation reviews its strategy annually and considers various options to obtain the most efficient insurance coverage possible.

Reliance on Purchasing Alliances

Colabor relies on buying groups to have purchasing power allowing it to secure competitive purchasing volume rebates from manufacturers and suppliers. Any modifications to the relationship between Colabor and buying groups without other alternatives could affect its purchasing power.

Management Information Systems

Colabor depends on its management information systems in each stage of the sale of its products, including entering the customer's order, determining availability of products, arranging the optimal delivery times and providing after sales service. In addition, its management information systems constitute the basis of its financial reporting. Any security incident related to its management information systems, including cyber-attack, could affect the availability and integrity of these systems or could have a negative impact on its activities, intellectual property, results of operations and the financial position of the Corporation.

Adverse Publicity and Product Liability

The production, marketing and distribution of food products entails an inherent risk of product liability, product recall and resultant adverse publicity. Colabor could have to deal with product recalls due to sanitation issues encountered by certain of its manufacturers. Such recalls can trigger a decrease in sales of certain types of products for a period of time and cause a drop in sales figures. However, Colabor has, at the present time, the necessary mechanisms in place to quickly trace contaminated products and maintains the necessary insurance coverage with respect to these risks. Furthermore, to mitigate these risks, we apply food safety procedures and controls to all of our activities. Our main meat and fish distribution centers have HACCP, credentials, the world highest global standard in the industry.

Adverse Change in Labour Relations

As of December 29, 2018, Colabor's entities have 1,438 full-time employees, of which 766 are governed by collective bargaining agreements, one of which was renewed in October 2018. The negotiation of future collective bargaining agreements could divert management's attention, and the terms of those agreements may result in increased operating expenses and reduced net earnings. If the direction fails to negotiate acceptable terms when renewing agreements with unions, this could result in strikes or work stoppages, resulting in disruption of the Corporation's operations, cost increases or other significant adverse effects.

Geographic Concentration and Dependence on Economic Conditions

Although conducted in the Provinces of Québec, Ontario and the Maritimes, the business of Colabor is concentrated in the Provinces of Québec and Ontario and, accordingly, Colabor is highly dependent on the general economic environment of these provinces. There can be no assurance that future economic conditions in the Provinces of Québec and Ontario or other economic conditions, cyclical trends, increases in interest rates and other factors will not adversely affect Colabor's results of operations or financial condition.

Reliance on Key Personnel

Colabor continued success substantially depends on the continued services of various members of its senior management. The loss of the services of one or more of these key individuals could have a material adverse effect on Colabor's operations and business prospects if the Corporation is not able to replace them.

Legal and Regulatory Requirements

Colabor makes every effort to comply with all laws and regulations, and is not immune from litigation with third parties that could affect its financial position in the event such litigation is not covered by the insurance program maintained by the Corporation.

Dilution of Existing Shareholders

The share capital of Colabor provides that the Corporation may issue an unlimited number of Common Shares and preferred shares for consideration, subject to applicable laws and on those terms and conditions as shall be established by the directors without the approval of the shareholders. Shareholders have no pre-emptive rights in connection with such further issues. Additional Common Shares may be issued by Colabor in connection with the conversion, maturity or redemption of the Debentures.

DIVIDENDS AND DISTRIBUTIONS

Dividend Policy

Decision to pay dividends on the common shares are made by the Board of Directors on the basis of Colabor's earnings, financial requirements and other conditions existing at such future time. The payment of dividends will also be subject to the requirements of the CBCA, including satisfying the dividend solvency tests applicable to CBCA corporations as well as to those existing under the credit facilities of Colabor.

On March 12, 2015, Colabor announced that, in order to deploy more financial resources in carrying out its operations and growth initiatives while using excess funds to repay debt, the Board of Directors has deemed appropriate not to declare a quarterly dividend. The Corporation has not declared a dividend since then and does not expect to declare dividends in the near future.

DESCRIPTION OF CAPITAL STRUCTURE

Shares

The Corporation's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series, all without par value. The following text summarily describes the rights, privileges, restrictions and conditions attached to the common shares and the preferred shares of Colabor.

The holders of common shares of Colabor are entitled to receive the dividends, as and when declared by the Board of Directors, and to cast one vote in respect of each common share held at any meeting of the shareholders and, upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, to participate in the distribution of assets of the Corporation, subject to the rights and conditions attaching to the preferred shares of Colabor.

The holders of preferred shares of Colabor are entitled to receive, in priority to the holders of common shares, as and when declared by the Board of Directors, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such preferred shares form part. Upon any of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, before any amount shall be paid to or any assets distributed among the holders of common shares and shares of any other class of the Corporation ranking subordinate to the preferred shares, the holders of the preferred shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the articles of the Corporation and the conditions attaching to the series of which such preferred shares form part, to be payable thereon in respect of return of capital, premium and accumulated dividends remaining unpaid, including all cumulative dividends, whether or not declared. Subject to applicable law, the holders of preferred shares of Colabor shall not be entitled to vote at any meeting of the shareholders, provided that at any meeting of the shareholders at which, notwithstanding the foregoing, the holders of the preferred shares are required or entitled by law to vote separately as a class or series, each holder of the preferred shares of any series thereof shall be entitled to cast, in respect of each such preferred share held, one vote per each such preferred share. The Board of Directors may fix, from time to time, the number of each series of preferred shares of Colabor and to establish the designation, rights, privileges, restrictions and the conditions attached thereto.

As of February 21, 2019, there were 101,177,932 common shares issued and outstanding of Colabor and one Series A preferred share issued and outstanding, said preferred share was issued to Colabor LP in the context of the internal reorganization completed in November 2009, following the Conversion.

Subordinated Convertible Debentures

The Debentures are issued under a trust indenture dated as of April 27, 2010 (the "Trust Indenture"), as amended by the Supplemental Indenture dated as of October 13, 2016 with the Debenture Trustee. The Debentures were issued on April 27, 2010, in denominations of $1,000 and integral multiples thereof for a total aggregate amount of $50,000,000 as of the date hereof. However, the Corporation may from time to time, without consent of the outstanding Debentures holders of the Corporation, issue other debentures in addition to the Debentures.

The Supplemental Indenture amended the maturity date of the Debentures from April 30, 2017 to October 13, 2021 (the "Debentures Maturity Date"), increased their interest rate from 5,70% to 6,00% (from October 31, 2016) and reduced the conversion price from $16.85 to $2.50 per Common Share (the "Conversion Price"), a ratio of approximately 400 common shares for an amount of $1,000 of Debentures.

The interest on the Debentures is payable semi-annually on April 30 and on October 31 of each year in lawful money of Canada or, at the option of Colabor and subject to applicable regulatory approval, by the issuance of Common Shares of Colabor. The principal on the Debentures is payable in lawful money of Canada or, at the option of the Corporation and subject to applicable regulatory approval, by delivery of Common Shares to satisfy in whole or in part its obligation to repay principal under the Debentures. The Debentures may be converted at the option of the holder into fully paid, freely negotiable and non-assessable Common Shares at any time prior to the close of business on the Debentures Maturity Date or, if earlier, on the last day immediately preceding the date set for the redemption of the Debentures. No adjustment will be made to the dividends on the Common Shares that will be issued upon conversion or to the interest, if any, accrued on the Debentures surrendered for conversion purposes. Holders converting their Debentures will receive, if applicable, accrued and unpaid interest thereon. Holders converting their Debentures become Colabor shareholders on the business day immediately following the conversion date. Notwithstanding the foregoing, no Debenture may be converted during the five business days preceding April 30 and October 31 of each year, beginning on October 31, 2010, as the Debenture Trustee's records will be closed during such periods.

As of April 30, 2016, and prior to the maturity date of the Debentures, the Debentures may be redeemed by the Corporation, in whole or in part from time to time, at the redemption price equal to their principal amount plus accrued interest and unpaid, upon notice of not more than 60 days and not less than 30 days.

The Corporation may, in its discretion give notice of not more than 60 days and not less than 40 days and, subject to the approval of the applicable regulatory authorities, except in certain circumstances, elect to fulfill its obligation redeem, in whole or in part, the capital of the Debentures that are redeemed or matured by issuing and delivering freely tradable common shares to the debentures holders. The payment will then be settled by delivering a number of freely tradeable common shares equal to the quotient obtained from the capitalization of the debentures by 95% of the Current Market Price on the date set for redemption or maturity, depending on the case. The accrued and unpaid interest will be paid in cash. For the purposes of the Trust Indenture, the "Current Market Price" means, on a given date, the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange for the period of 20 consecutive sitting days ending five days session before the applicable date.

Neither the trust indenture nor the supplementary Trust Indenture prevent the Company from incurring additional indebtedness, or from mortgaging, pledging or encumbering its property to secure a debt.

(For more information, including a summary of the principal terms of the Debenture, see the *Trust Indenture*, as amended by the *Supplemental Indenture*, copies of which were filed with the Canadian securities authorities available at SEDAR at www.sedar.com.)

MARKET FOR SECURITIES

Colabor's Common Shares and Debentures are listed on the Toronto Stock Exchange under the symbols "GCL" and "GCL.DB.A", respectively.

The following tables show the range of high and low prices as at the close of market of the Common Shares and the Debentures and total monthly volumes of trades thereof on the Toronto Stock Exchange during the year ended December 29, 2018.

Common Shares

Month	High	Low	Volume
January 2018	$0.82	$0.70	1,338,020
February 2018	$0.76	$0.56	2,727,860
March 2018	$0.65	$0.59	1,764,880
April 2018	$0.65	$0.53	1,355,150
May 2018	$0.61	$0.48	2,023,450
June 2018	$0.53	$0.48	1,139,170
July 2018	$0.51	$0.37	1,979,320
August 2018	$0.52	$0.36	1,372,700
September 2018	$0.47	$0.35	1,445,320
October 2018	$0.50	$0.37	3,025,730
November 2018	$0.66	$0.44	1,522,920
December 2018	$0.48	$0.42	864,190

Debentures

Month	High	Low	Total Volume ($) (Debentures)
January 2018	$89.00	$83.00	970,000
February 2018	$85.00	$76.00	340,000
March 2018	$86.79	$79.00	269,000
April 2018	$84.00	$70.00	834,000
May 2018	$78.00	$69.99	1,439,000
June 2018	$76.10	$72.51	278,000
July 2018	$77.01	$70.00	755,700
August 2018	$72.00	$62.00	1,338,000
September 2018	$71.00	$66.00	1,079,000
October 2018	$69.01	$64.00	800,000
November 2018	$72.00	$62.04	789,000
December 2018	$67.50	$63.00	512,000

DIRECTORS AND MANAGEMENT

Directors

As of February 21, 2019, the Board of Directors is comprised of eight directors. The Board is composed of a majority of "unrelated" (within the meaning of the corporate governance policies of the Toronto Stock Exchange) and "independent" (within the meaning of applicable securities laws) directors. The directors will hold office until the next annual meeting of the Corporation or until their successors are duly appointed or elected. The directors, their place of residence, their position and principal occupations, and the number of securities beneficially owned by them are set out below:

Name and Residence	Position and Period	Principal Occupation	Number of Common Shares [8]
Marc Baillargeon Montréal (Québec) Canada	Director [6] since October 2016[2]	Operating Partner – Private Equity Quebec - CDPQ	20,000
Robert J. Briscoe Westmount (Québec) Canada	Director[2] since July 2016[3]	President, Robraye Management Ltd. Owner, Dubé Loiselle (foodservice distribution company)	11,689,027 [4]
Robert Cloutier Sainte-Adèle (Québec) Canada	Director since May 2014 Chairman of the Board[1] since October 2016	Corporate director	81,042 [9]
Robert B. Johnston Isle of Palms (South Carolina) United States of America	Director[2] since October 2016	Executive Vice President and Chief Strategy Officer, The InterTech Group, Inc. (holding company)	85,000[10]
J. Michael Horgan Toronto (Ontario) Canada	Director[1] since February 2017	Corporate director	9,000
Raymond Paré Blainville (Québec) Canada	Director[1][5] since December 2017	Co-president, shareholder and advisor	-
Denis Mathieu Longueuil (Québec) Canada	Director[2][6] since January 2018[7]	President and Chief Executive Officer of Novexco Inc.	24,000
Warren White Dollard-des-Ormeaux (Québec) Canada	Director[1] since January 2018[7]	Corporate director	10,000

(1) Member of the Audit Committee.
(2) Member of the Corporate Governance and Human Resources Committee.
(3) Mr. Briscoe has resigned as Executive Vice Chairman of the Board as of February 21, 2019.
(4) Includes beneficial ownership of 8,103,813 Common Shares owned by Robraye Management Ltd.
(5) Chairman of the Audit Committee.
(6) Mr. Baillargeon has resigned as Chairman of the Corporate Governance and Human Resources Committee as of February 21, 2019 and Mr. Denis Mathieu has been nominated as the new Chairman of that Committee.
(7) Mr. Mathieu and Mr. White joined the Board of Directors on January 1st,2018.
(8) As of December 29, 2018.
(9) Includes 4,500 common shares held by members of Mr. Cloutier's family.
(10) Mr. Johnston holds $245,000 of Debentures.

Biographies

The following are brief profiles of the directors:

Marc Baillargeon, is an Operational Partner at Caisse de Dépôt et Placement du Québec. He has held several senior positions including President and CEO of Ratiopharm Canada, Siegfried Canada, Presence Solutions and Nutri-Health Supplements; as Executive Vice President and Chief Financial Officer of Technilab Pharma; as Vice President, Systems and Logistics, UAP Inc.; and as Chief Executive Officer and previously Chief Financial Officer of C Corp inc. Mr. Baillargeon has assisted and serves or served on various boards or advisory committees including Frank & Oak as Chairman, Ciment McInnis, Averna Technologies, Wooky Entertainment and Bands in Town Group. His areas of expertise include general management, strategy, finance, procurement, production, information technology, project management and research and development management. He holds an MBA from McGill University and a Bachelor of Business Administration degree from Laval University.

Robert Briscoe, was acting as executive vice-Chairman of the Board of Directors until February 21, 2019. He is President of Robraye Management Ltd. He owns Dubé Loiselle, a foodservice distribution company. President of Macco Organiques Inc., he is also Chairman of the Board of IEC Holden Inc. Mr. Briscoe has many years of experience as an investor in business opportunities and as an operator in several businesses. Mr. Briscoe holds an MBA Degree as well as a Bachelor's Degree in Science (Chemistry) from Concordia University (previously Sir George William University).

Robert Cloutier, is currently a corporate director and acts as Chairman of the Board of Directors. He has obtained many years of experience as a member of upper management of various corporations in the food industry, including M. Loeb, Oshawa Group, Métro Inc. and finally, A. de la Chevrotière Ltée as a major shareholder and President-Chief Executive Officer. He has acted as a member of numerous boards of directors, including as President of the Fédération des chambres de commerce du Québec, as a member of the board of directors of the Conseil canadien de la distribution alimentaire and of Investissement Québec, and as a director and executive member of the University of Québec in Montréal. He currently sits on the board of directors of Novexco Inc. and Groupe Piscine Trévi. He is also President of Corporation Management and Human Resources Committee of Novexco Inc. Mr. Cloutier holds a bachelor's degree of the University of Sherbrooke and a diploma from McGill University in Corporate Governance Pratices for Public and Private Corporations. He also holds a diploma in administration from the American Management Association.

J. Michael Horgan, is a corporate director. From 2010 until 2013, Mr. Horgan was Chairman of Eurest Services Division for Compass Group Canada. Mr. Horgan also served as co-chief executive officer and president of the Hurley Group of Companies until 2010 and was responsible for corporate strategic planning, major accounts and acquisitions. Until 2016, Mr. Horgan was a managing partner for the National Service Alliance (NSA). Mr. Horgan served as director of the Building Service Contractors Association International ("BSCAI") from 1997 to 2000 and was a member of the executive committee of BSCAI between 2007 and 2011. He serves as a director of Varsity Facility Services and on the board of advisors for 4 M Facility Solutions. He is a recipient of the Sunnybrook Foundation's Rose Award for Outstanding Volunteer 2014. Mr. Horgan graduated from the University of Montréal, Loyola College, with an Honours Degree in History.

Robert Johnston, is Executive Vice President & Chief Strategy Officer of The InterTech Group, Inc. He previously served as Chief Executive Officer and Vice Chairman of The Hudson's Bay Company. Mr. Johnston is the Chairman of the Board of Directors of Supremex, Inc., and is a Director of Corning Natural Gas Holding Corporation, Circa Enterprises Inc., and FIH Group PLC. In addition, Mr. Johnston also serves on the Board of Directors of the South Carolina Community Loan Fund and on the Advisory Board of the McGill University Executive Institute. Mr. Johnston holds an MBA Degree from the John Molson School of Business, a Master's Degree in Public Policy & Public Administration, as well as a Bachelor's Degree in Political Science from Concordia University and holds the ICD.D Designation from the Institute of Corporate Directors. He also completed the Oxford Advanced Management and Leadership Program.

Raymond Paré. was Chief Financial Officer of the SAQ from November 2015 until August 2017 when he joined Sotramont Canada Inc. as co-president. Between 2003 and 2015, he held several executive positions at Alimentation Couche-Tard Inc., including the position of Vice President and Chief Financial Officer during his last years. Mr. Paré also acts as a Director and a strategic advisor for Groupe SPI Inc., a distribution and consulting company in the field of health and safety. Mr. Paré has a bachelor's degree in Accounting from Université du Québec and a MBA in Financing, and is a member of the Ordre des comptables professionnels agréés du Québec.

Denis Mathieu, has a vast experience in the distribution sector. He is currently President and Chief Executive Officer of Novexco Inc., a Canadian leader in the distribution of office supplies and products. From 2007 to 2015, Mr. Mathieu worked for Uni-Select Inc. the largest distributor of auto parts in Canada, notably as Executive Vice President Corporate Services and Chief Financial Officer. He had previously held various management and executive positions with Transcontinental Inc. and the Laurentian Group Corporation. Denis Mathieu is a member of the Ordre des comptables professionnels agrées du Québec and holds a bachelor's degree in Business Administration from Université Laval and a MBA from Université de Sherbrooke.

Warren White, is a seasoned leader with an impressive track record in information technology. Mr. White served as Senior Vice President, Global Business Engineering at CGI from 2003 to 2012. He previously served as Vice President, Information Technology and Procurement for Alcan Aluminum, as well as Vice President, Strategic Planning and CIO for Dominion Textile. In addition, over the past decade, he has served on the boards of four publicly traded companies. Warren White is a member of the Ordre des comptables professionnels agréés du Québec and holds a bachelor's degree in Accountancy and a MBA from Concordia University, where he currently teaches Information Technology and Digital Strategy in the EMBA program.

Officers of Colabor

The following table shows the name, place of residence and position of the officers as of February 21, 2019:

Name and Residence	Position(s)
Lionel Ettedgui Montréal (Québec)	President and Chief Executive Officer
Daniel Valiquette Boucherville (Québec)	Vice President, Central Procurement & Private Labels
Michel Delisle Notre-Dame-de-Grâce (Québec)	Vice President, Information Technology
Elisabeth Tremblay Verdun (Québec)	Vice President, Human Resources and Communications
Mathieu Dumulong Ste-Julie (Québec)	Vice President, Sales
John Hemeon Oakville (Ontario)	Senior Vice President and General Manager, Ontario division

Biographies

The following are brief profiles of the Executive Officers:

Mr. Ettedgui President and Chief Executive Officer – Prior to joining Colabor as of February 5, 2018, Mr. Ettedgui served for more than 6 years as President and Chief Operating Officer of Saputo's bakery division, primarily Vachon cakes, making an impressive operational turnaround and restoring the profitability of this division. He also worked in Europe and Africa for many years in trade, operations management and business development. In 2005, he founded the company Kooll Desserts Inc in St-Hyacinthe where he built a manufacturing facility and started the production in less than a year. In 2008, Mr. Ettedgui sold Kooll Desserts to Liberté which still operates the facility in St-Hyacinthe. Mr. Ettedgui is also a director of the Foundation of the Hôpital du Sacré-Coeur de Montréal.

Daniel Valiquette, Vice-President, Central Procurement & Private Labels – Mr. Valiquette joined Colabor on October 1, 2018. Previously he had a long career at Couche-Tard where he held several positions, including director procurement for Canada for the last four years at Coucher-Tard. Mr. Valiquette is a specialist in the negotiation with suppliers.

Michel Delisle, Vice-President, Information Technology – Mr. Delisle joined Colabor in 1993 as responsible of information technology systems and was President of Gestion Informatique Colabor Inc. from 2000 to June 2005. As of closing of the initial public offering, Mr. Delisle joined Colabor as Vice-President – Information Technology. From 1986 to 1993, Mr. Delisle was employed by Mitech Computer Systems Inc., a software development company. Mr. Delisle holds a technical diploma in computer sciences from Cégep Ahuntsic.

John Hemeon, Senior Vice President and General Manager, Summit Food Services (Ontario Division) – Prior to joining Colabor in 2018, Mr. Hemeon held the position of Chief Operating Officer at Canada Cartage Ltd. He had previously held the position of Executive Vice President of Supply Chain at Tim Hortons, and prior to that the position of Executive Vice President at Sysco. Mr. Hemeon holds a Master of Business Administration from the University of Guelph.

Elisabeth Tremblay, Vice President, Human Resources and Communications – Prior to joining Colabor in 2018, M. Tremblay held similar positions with renowned companies such as CN, Grupo Bimbo and Saputo inc. She has expertise in labor relations, change management and organizational development. She holds a Bachelor of Laws from Université Laval and is a member of the Quebec Bar.

Mathieu Dumulong – Vice President, Sales – Mr. Dumulong joined Colabor in 2016 as General Manager of the Boucherville wholesale segment before being promoted as Colabor's Vice President of Sales in the summer of 2018. Mr. Dumulong has over 20 years of experience in the food industry, including 6 years as General Manager of Sales at Molson Coors Brewery. He has also owned two restaurants on the South Shore of Montreal.

As at February 21, 2019, the directors and officers of Colabor, as a group, beneficially owned, directly or indirectly, or exercised control or direction over $245,000 of Debentures and over 12,633,069 common shares representing 12.49% of the issued and outstanding common shares of the Corporation.

Audit Committee

Charter of the Audit Committee

The Charter of the Audit Committee is set out in Schedule A to this Annual Information Form.

Composition of the Audit Committee

At any time, each member of the Audit Committee is independent and financially literate as defined under Regulation 52-110.

The Audit Committee is currently composed of four directors, namely Raymond Paré (Chairman), J. Michael Horgan, Warren White and Robert Cloutier.

The relevant education and experience of the members of the Audit Committee is set out in the directors' biographies. (See "*Directors and Management – Directors* – Biographies" section of this Annual Information Form).

Audit Fees

PricewaterhouseCoopers LLP ("PwC") is the independent external auditor of the Corporation.

For the financial years ended December 29, 2018 and for December 30, 2017, the professional fees billed by PwC to the Corporation are as follow:

	2017 ($)	**2018 ($)**
Audit fees	200,000	200,000
Audit-related fees	38,210	28.050
Tax fees	-	-
All other fees	55,000	12,500
Total	**293,210**	**240,550**

The Audit Committee has determined that PwC's provision of non-audit services was compatible with maintaining PwC's independence.

The nature of each category of fees is described below.

Audit Fees: Audit fees were paid for audit services.

Audit-related Fees: Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of the annual financial statements and are not reported under the audit fees item above. These services consisted primarily of accounting consultations and special audits in connection with strategic transactions.

All other Fees: Fees disclosed in the table above under the item "*All other fees*" were paid for products and services other than the audit fees and audit-related fees. These services consisted primarily of operational consulting support services and translation of the financial statements.

Pre-approval Policies and Procedures

The Audit Committee has adopted a policy that provides that the auditors may, in addition to audit services, also render other services provided, however, that all such services are pre-approved by the Audit Committee. The Vice-President and Chief

Financial Officer may also engage the auditors of Colabor to perform non-audit services provided, however, that the Audit Committee is informed at a subsequent meeting.

Conflicts of Interests

Except as disclosed elsewhere herein, no director or officer of Colabor has any substantial interest, direct or indirect, in any material transaction since the commencement of the last financial year of Colabor.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Colabor and each of its subsidiaries or corporate entities are not or were not party to material legal proceedings, and their property is not and was not the subject of material legal proceedings, during the year ended December 29, 2018. As of the date hereof, Colabor is not aware of any material legal proceedings outstanding, threatened or pending as of the date hereof by or against Colabor or its subsidiaries.

Colabor or its subsidiaries are not and were not subject to, during the year ended December 29, 2018: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with such regulatory authority; (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise stated in this annual information form, none of (i) the director or executive officer of the Corporation, (ii) person who beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the outstanding voting shares of the Corporation, and (iii) of person who is an associate or an affiliate of any of the persons referred to in paragraphs (i) or (ii) above, has had, directly or indirectly, a material interest in any transaction completed within the last three financial years of the Corporation that has materially affected or is reasonably expected to materially affect the Corporation, except as for transactions between related parties. (see *Management 's Discussion & Analysis for the exercise ended December 29, 2018*, section 7, which section is hereby incorporated by reference into this Annual Information Form. The document is available at SEDAR on www.sedar.com).

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the common shares of the Corporation is Computershare Investor Services Inc., at its principal transfer office in Montréal, Québec. The Debenture Trustee for the Debentures is Computershare Trust Company of Canada, at its principal transfer office in Montréal, Québec.

MATERIAL CONTRACTS

Except for those contracts entered into in the ordinary course of business, the material contracts entered into by the Fund, Colabor and Colabor LP during the year ended December 29, 2018 or that are still in effect are the following:

- Limited partnership agreement of Colabor LP dated May 19, 2005;
- Trust Indenture between Colabor and the Debenture Trustee providing for the issue of the Debentures dated as of April 27, 2010 and the First Supplemental Indenture between Colabor and the Debenture Trustee dated as of October 13, 2016 with respect to the amendment of the terms of the Debentures;
- Subscription agreement with CDPQ as of February 22, 2013 with respect to the private placement of Common Shares for gross proceeds of $15,000,000;
- Distribution and Supply Agreement between Colabor LP and Cara dated as of June 28, 2015, with respect to the sale and delivery of products by Colabor to Cara entities, as amended on or about December 22, 2017;
- Standby Purchase and Voting Support Agreement between Colabor, Robraye, CDPQ, CDP Investments Inc., FSTQ, IQ, Zucker and Z-Holdings North ULC dated as of July 14, 2016, with respect to the Recapitalization Transactions;

- Share option agreement between Colabor and Robraye dated as of July 14, 2016 with respect to an option to purchase Dubé Loiselle;

- Amended and Restated Credit Agreement between Colabor, Norref, Colabor Management Inc., Colabor LP, 2096935 Ontario Limited and Transport Paul-Émile Dubé Ltée, as guarantors, Bank of Montréal and Bank of America, N.A. dated as of October 13, 2016, with respect to the amendment of the Credit Facilities, as amended as of August 31, 2018; and

- Amended and restated Loan Agreement between FSTQ, the Corporation, Colabor Management Inc., Colabor LP, Transport Paul-Émile Dubé Ltée, 2096935 Ontario Limited and Norref dated as of October 13, 2016, with respect to the amendment of the Subordinated Loan, as amended as of August 31, 2018.

The documents are available on SEDAR at www.sedar.com.

INTEREST OF EXPERTS

PricewaterhouseCoopers LLP, chartered professional accountants, Montreal, Quebec, are the auditors of the Corporation and have advised that they are independent with respect to the Corporation within the meaning of the Code of Ethics of the Ordre des comptables professionnels agréés du Quebec as of the date hereof.

ADDITIONAL INFORMATION

Additional information relating to Colabor may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal shareholders of Colabor's securities and securities authorized for issuance under equity compensation plans is contained in Colabor's information circular for its most recent annual meeting of shareholders of Colabor. Additional financial information is provided in Colabor's financial statements and management's discussion and analysis for the year ended December 29, 2018.