



**NOTICE OF ANNUAL  
MEETING OF SHAREHOLDERS**

**AND**

**MANAGEMENT PROXY CIRCULAR**

June 7, 2017, Montreal, Québec

April 11, 2017



## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual meeting of the shareholders (the "Meeting") of Dollarama Inc. (the "Corporation") will be held at Hotel Ruby Foo's, 7655 Décarie Boulevard, Montreal, Québec on June 7, 2017 at 9:00 a.m. (Montreal time) for the following purposes:

- (1) to receive the consolidated financial statements of the Corporation for the fiscal year ended January 29, 2017, together with the auditor's report thereon;
- (2) to elect the nine (9) directors named in the accompanying management proxy circular for the ensuing year;
- (3) to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix its remuneration;
- (4) to consider and, if deemed appropriate, adopt an ordinary resolution ratifying and confirming By-Law No. 2 of the Corporation, setting advance notice requirements for nominations of directors by shareholders, as more particularly described in the accompanying management proxy circular;
- (5) to consider and, if deemed appropriate, adopt an advisory non-binding resolution on the Corporation's approach to executive compensation, as more particularly described in the accompanying management proxy circular; and
- (6) to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Additional information on matters to be put before the Meeting is set forth in the accompanying management proxy circular. The management's discussion and analysis, the consolidated financial statements of the Corporation and the auditor's report for the fiscal year ended January 29, 2017 are available on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders are entitled to receive notice and to vote at the Meeting if they were shareholders as at the close of business on the record date, being April 19, 2017.

**Regardless of whether or not shareholders are able to attend the Meeting (or any adjournment thereof) in person: (i) Non-Registered Shareholders (as defined in the accompanying management proxy circular) are requested to complete, date, sign and return the enclosed voting instruction form in accordance with the instructions set out on such form, and (ii) Registered Holders (as defined in the accompanying management proxy circular) are requested to complete, date and sign the enclosed form of proxy and to return it to Computershare Investor Services Inc. at its Toronto office at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, in the enclosed envelope or by facsimile to 1-866-249-7775, or alternatively, to vote by telephone or over the Internet, at their discretion, in accordance with the instructions provided in the enclosed form of proxy. To be used at the Meeting, proxies must be received by 5:00 p.m. (Montreal time) two (2) business days prior to the Meeting, being June 5, 2017, or any adjournment thereof.**

Shareholders are invited to attend the Meeting as there will be an opportunity to ask questions and meet with the directors and the management of the Corporation.

Dated at Montreal, Québec, this 11<sup>th</sup> day of April 2017.

By order of the board of directors,

Larry Rossy  
Executive Chairman



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## MANAGEMENT PROXY CIRCULAR

This management proxy circular (the “Circular”) is furnished by management of Dollarama Inc. (the “Corporation”) in connection with the solicitation of proxies for use at the annual meeting of shareholders (the “Meeting”) to be held on June 7, 2017 at 9:00 a.m. (Montreal time) at Hotel Ruby Foo’s, 7655 Décarie Boulevard, Montreal, Québec, or any adjournments thereof, for the purposes set forth in the notice of annual meeting of shareholders (the “Notice of Meeting”).

It is expected that the solicitation will be made primarily by mail, but proxies may also be solicited by telephone, over the Internet, in writing or in person, by directors, officers or regular employees of the Corporation who will receive no compensation therefor in addition to their regular remuneration. **The solicitation of proxies is being made by or on behalf of management of the Corporation.** The cost of the solicitation is expected to be nominal and will be borne by the Corporation.

The Corporation is not sending the Notice of Meeting, the Circular and other proxy-related materials (collectively, the “Meeting Materials”) directly to Non-Registered Holders (as hereinafter defined) and is not relying on the notice-and-access provisions of securities laws for delivery to either Registered Holders or Non-Registered Holders. Meeting Materials are being sent through Broadridge Communications Corporation, and the Corporation assumes the delivery costs thereof. If you are a Non-Registered Holder, your Intermediary (as hereinafter defined) should send you a voting instruction form along with the Meeting Materials. Refer to the section entitled “Voting Information” to find out if you are a Non-Registered Holder.

The board of directors of the Corporation (the “Board of Directors”) approved the contents of this Circular and authorized it to be sent to each shareholder who is eligible to receive notice of, and vote his or her shares at, the Meeting, as well as to the Corporation’s auditor and each of its directors.

Unless otherwise indicated, all information provided in this Circular is given as at April 11, 2017.

## VOTING INFORMATION

### Registered Shareholders

You are a registered shareholder (a “Registered Holder”) if your name appears on your share certificate. If you are not sure whether you are a Registered Holder, please contact Computershare Investor Services at 1-800-564-6253 or 514-982-7555. Each Registered Holder is entitled to one vote for each common share of the Corporation registered in his or her name as at the close of business on the record date (the “Record Date”). The directors of the Corporation have set April 19, 2017 as the Record Date.

If you are a Registered Holder, you may vote in person at the Meeting or vote by proxy, by 5:00 p.m. (Montreal time) on June 5, 2017 (or two (2) business days prior to any reconvened Meeting in the event of an adjournment of the Meeting), either by (i) completing, dating and signing the enclosed form of proxy and returning it to Computershare Investor Services Inc. at its Toronto office at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 in the enclosed envelope or by facsimile to 1-866-249-7775, or (ii) voting over the Internet or by telephone, in accordance with the instructions provided in the enclosed form of proxy. Refer to the section entitled “Voting by Proxy for Registered Holders” for more information.

### Non-Registered Shareholders

You are a non-registered shareholder (a “Non-Registered Holder”) if your common shares are registered in the name of an intermediary, such as a bank, a trust company, a securities dealer or broker, or an administrator of a self-administered RRSP, RRIF, RESP or similar plan, that, in turn, holds those shares

through a central depository such as the Canadian Depository for Securities Limited (CDS) (each an “Intermediary”).

Without specific instructions from Non-Registered Holders, Intermediaries are prohibited from voting the common shares registered in their name. Non-Registered Holders should ensure that instructions respecting the voting of their common shares are communicated to their respective Intermediary. **Therefore, except as set forth herein, Non-Registered Holders cannot be recognized at the Meeting for purposes of voting their common shares in person or by way of proxy.**

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, each Intermediary is required to request voting instructions from Non-Registered Holders prior to shareholders meetings. Intermediaries have their own procedures for sending materials and their own guidelines for the return of documents. **Non-Registered Holders should strictly follow those instructions to ensure that the voting rights attached to their common shares are cast at the Meeting.**

If you are a Non-Registered Holder, in addition to the Notice of Meeting accompanying this Circular, you also received, depending on the Intermediary through which your common shares are held, either a voting instruction form or a form of proxy which has already been signed or stamped with a facsimile signature of the Intermediary and which is restricted as to the number of common shares beneficially owned by you. Non-Registered Holders who receive voting instruction forms, forms of proxy or other voting materials from an Intermediary should complete and return such materials in accordance with the instructions accompanying the materials in order to properly vote their common shares. In some cases, the completion of the voting instruction form or form of proxy by telephone, facsimile or over the Internet is permitted.

**If you are a Non-Registered Holder and wish to vote in person at the Meeting, you should carefully follow the instructions provided by your Intermediary, including those regarding when and where the proxy authorization form is to be delivered, in order to appoint yourself as proxyholder.**

## **VOTING IN PERSON**

If you attend the Meeting on June 7, 2017 and are a Registered Holder (or a Non-Registered Holder who has appointed himself or herself as proxyholder), you may cast one vote for each of your common shares on any and all resolutions voted on by way of ballot at the Meeting. This may include the election of directors, the other matters listed on the Notice of Meeting and any other business that may arise at the Meeting. You may oppose any matter proposed at the Meeting by either withholding your vote from, or voting your common shares against, any resolution at the Meeting, depending on the specific resolution.

## **VOTING BY PROXY FOR REGISTERED HOLDERS**

The following instructions are for Registered Holders only. **If you are a Non-Registered Holder, please refer to the section entitled “Voting Information – Non-Registered Shareholders” and follow your Intermediary’s instructions on how to vote your common shares.**

If you are unable to attend the Meeting or if you do not wish to personally cast your votes, as a Registered Holder, you may still make your votes count by (i) voting over the Internet or by telephone, in accordance with the instructions provided in the enclosed form of proxy, or (ii) authorizing another person who will be at the Meeting to vote on your behalf. You may either tell that person how you want to vote or let him or her choose for you. This is called voting by proxy.

### **What Is a Proxy?**

The document enclosed with this Circular is a form of proxy, a document that you may sign in order to authorize another person to cast your votes for you at the Meeting. You may use the enclosed form of proxy to assign your votes to the persons named therein, Larry Rossy, Neil Rossy or Michael Ross, or to any other person of your choice.

## Appointment of Proxies

Your proxyholder is the person you appoint to cast your votes at the Meeting on your behalf. **You may choose Larry Rossy, Neil Rossy or Michael Ross or any other person that you want to be your proxyholder. Each shareholder is entitled to appoint a person other than the individuals named in the enclosed form of proxy to represent such shareholder at the Meeting.** Please note that your proxyholder is not required to be a shareholder of the Corporation.

If you want to authorize Larry Rossy, Neil Rossy or Michael Ross as your proxyholder, please leave the box near the top of the form of proxy blank as the names of Larry Rossy, Neil Rossy and Michael Ross are already pre-printed on the form. If you want to authorize another person as your proxyholder, fill in that person's name in the blank box located near the top of the enclosed form of proxy.

**If you return the attached form of proxy to Computershare Investor Services Inc. and have left the box for the proxyholder's name blank, then Larry Rossy, Neil Rossy or Michael Ross will automatically become your proxyholder.**

## Depositing Proxies

To be valid, the form of proxy must be filled out, correctly signed (exactly as your name appears on the form of proxy), and returned to Computershare Investor Services Inc. at its Toronto office at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 in the enclosed envelope or by facsimile to 1-866-249-7775 by 5:00 p.m. (Montreal time) on June 5, 2017 (or two (2) business days prior to any reconvened Meeting in the event of an adjournment of the Meeting). Your proxyholder may then vote on your behalf at the Meeting.

You may instruct your proxyholder how you want to vote on the matters listed in the Notice of Meeting by checking the appropriate boxes on the form of proxy. If you have specified on the form of proxy how you want to vote on a particular issue (by checking FOR, AGAINST or WITHHOLD), then your proxyholder must cast your votes as instructed. By checking WITHHOLD on the form of proxy, where applicable, you will be abstaining from voting.

**If you have NOT specified how to vote on a particular matter, your proxyholder is entitled to vote your common shares as he or she sees fit. Please note that if your form of proxy does not specify how to vote on any particular matter and if you have authorized Larry Rossy, Neil Rossy or Michael Ross to act as your proxyholder (by leaving the box for the proxyholder's name blank on the form of proxy), your common shares will be voted at the Meeting as follows:**

- **FOR** the election of each of the management's nominees as directors of the Corporation;
- **FOR** the appointment of PricewaterhouseCoopers LLP as auditor;
- **FOR** the adoption of the resolution ratifying and confirming By-Law No.2 of the Corporation setting advance notice requirements for nominations of directors by shareholders; and
- **FOR** the adoption of the advisory non-binding resolution on the Corporation's approach to executive compensation (the "Say-on-Pay Advisory Resolution").

For more information on these matters, please see the section entitled "Business of the Meeting" beginning on page 5 of this Circular. **The enclosed form of proxy also confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Circular, management of the Corporation is not aware of any such amendments or other matters.

## Revocation of Proxies

If you want to revoke your proxy after you have signed and delivered it to Computershare Investor Services Inc., you may do so by delivering another properly executed form of proxy bearing a later date and delivering it as set out above under the heading "Depositing Proxies" or by clearly indicating in writing that you want to revoke your proxy and delivering this written document to (i) the registered office of the

Corporation at 5805 Royalmount Avenue, Montreal, Québec, H4P 0A1, Attention: Josée Kouri, Corporate Secretary, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or (ii) the chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof, or in any other way permitted by law.

If you revoke your proxy and do not replace it with another form of proxy that is deposited with Computershare Investor Services Inc. on or before the deadline, set at 5:00 p.m. (Montreal time) on June 5, 2017 (or two (2) business days prior to any reconvened Meeting in the event of an adjournment of the Meeting), you may still vote your own common shares in person at the Meeting provided that you are a Registered Holder whose name appears on the shareholders' register of the Corporation.

## **HOW A VOTE IS PASSED**

All matters that are scheduled to be voted upon at the Meeting are ordinary resolutions. Ordinary resolutions are passed by a simple majority, meaning that if more than half of the votes that are cast at the Meeting by proxy or in person are in favour, then the resolution passes.

## **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No proposed nominee for election as a director of the Corporation, or any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last fiscal year, nor any associate or affiliate of any such persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than as set forth herein.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at April 11, 2017, there were 114,385,409 common shares issued and outstanding. Each common share carries the right to one vote on all matters to come before the Meeting.

Only persons registered as shareholders on the books of the Corporation as at the close of business on April 19, 2017, the Record Date, are entitled to receive notice of and to vote at the Meeting, and no person becoming a shareholder after the Record Date shall be entitled to receive notice of and to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, based on the information publicly available as at April 11, 2017, no person beneficially owns, or controls or directs, directly or indirectly, 10% or more of the outstanding common shares.

## **BUSINESS OF THE MEETING**

Items to be covered at the Meeting are as follows:

- (1) Presentation before the shareholders of the consolidated financial statements of the Corporation for the fiscal year ended January 29, 2017, together with the auditor's report thereon;
- (2) Election of each of the nine (9) directors named in this Circular for the ensuing year;
- (3) Appointment of the auditor of the Corporation for the ensuing year and authorization of the directors to fix the auditor's remuneration;
- (4) Consideration and, if deemed appropriate, adoption of an ordinary resolution ratifying and confirming By-Law No. 2 of the Corporation, setting advance notice requirements for nominations of directors by shareholders;
- (5) Consideration and, if deemed appropriate, adoption of the Say-on-Pay Advisory Resolution; and
- (6) Consideration of such other business, if any, as may properly be brought before the Meeting or any adjournment thereof.

As at the date of this Circular, management of the Corporation is not aware of any changes to the items listed above, and does not expect any other items to be brought forward at the Meeting. If there are changes or new items, your proxyholder will be entitled to vote on those items as he or she sees fit.

## **FINANCIAL STATEMENTS**

The audited consolidated financial statements of the Corporation for the fiscal year ended January 29, 2017, together with the auditor's report thereon, will be submitted at the Meeting but no vote thereon is required. These audited consolidated financial statements, together with the management's discussion and analysis, were sent to shareholders who requested copies thereof with this Circular and are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **ELECTION OF DIRECTORS**

On April 11, 2013, the Board of Directors adopted a majority voting policy providing that, in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" in respect of his or her election will promptly tender his or her resignation following the meeting of shareholders. The nominating and governance committee of the Board of Directors (the "Nominating and Governance Committee") will then consider the tendered resignation and will make a recommendation to the Board of Directors. The decision of the Board of Directors to accept or reject the resignation will be announced in a press release within 90 days following the date of the meeting. The majority voting policy does not apply to the election of directors at contested meetings. A full description of the majority voting policy is included under the heading "Corporate Governance - Board of Directors - Majority Voting Policy".

The Board of Directors is currently comprised of ten (10) directors. John J. Swidler will retire from office at the close of the Meeting after having served on the Board of Directors since 2010, and will not seek re-election as a director. The other nine (9) persons identified in the section "Nominees for Election to the Board of Directors" will be nominated for election as directors. All such nominees are presently directors of the Corporation and each of them was elected at the annual meeting of shareholders of the Corporation held on June 8, 2016 by at least a majority of the votes cast by proxy or in person at such meeting. Each director will hold office until the close of the next annual meeting of shareholders or until a successor is elected or appointed. The directors are elected annually and, unless re-elected, retire from office at the close of the next annual meeting of shareholders.



**Unless a proxy specifies that the common shares it represents should be withheld from voting in respect of the election of one or more directors or voted in accordance with the specification in the proxy, the persons named in the enclosed form of proxy or voting instruction form, as applicable, intend to vote FOR the election of each of the nominees listed in this Circular.**

Management of the Corporation does not expect that any of the nominees will be unable to serve as a director. However, if, for any reason, at the time of the Meeting any of the nominees is unable to serve, unless otherwise specified, it is intended that the persons designated in the enclosed form of proxy or voting instruction form, as applicable, will vote in their discretion for a substitute nominee or nominees.

As the Executive Chairman of the Board of Directors is not an independent director, the Board of Directors has appointed a lead director (the “Lead Director”) with the responsibility of ensuring that the Board of Directors functions independently from management. See “Corporate Governance – Board of Directors – Independence” and “Corporate Governance - Position Descriptions - Lead Director”.

**APPOINTMENT OF AUDITOR**

At the Meeting, shareholders will be asked to appoint the firm of PricewaterhouseCoopers LLP to hold office as the Corporation’s auditor until the close of the next annual meeting of shareholders and to authorize the Board of Directors to fix its remuneration.

PricewaterhouseCoopers LLP has served as auditor of the Corporation since February 1, 2007. It has informed us that it is independent with respect to the Corporation within the meaning of the Code of Ethics of the *Ordre des comptables professionnels agréés du Québec*.

**Unless a proxy specifies that the common shares it represents should be withheld from voting in respect of the appointment of the auditor or voted in accordance with the specification in the proxy, the persons named in the enclosed form of proxy or voting instruction form, as applicable, intend to vote FOR the appointment of PricewaterhouseCoopers LLP as auditor of the Corporation and the authorization of the directors of the Corporation to fix its remuneration.**

For the fiscal years ended January 29, 2017 and January 31, 2016, the Corporation was billed the following fees for audit, audit-related, tax and all other services provided to the Corporation by its external auditor, PricewaterhouseCoopers LLP:

	<b>Fiscal year ended January 29, 2017</b>	<b>Fiscal year ended January 31, 2016</b>
Audit Fees <sup>(1)</sup>	\$500,000	\$463,500
Audit-Related Fees <sup>(2)</sup>	\$151,250	\$115,000
Tax Fees <sup>(3)</sup>	\$213,421	\$258,959
All Other Fees <sup>(4)</sup>	\$38,000	\$38,000
<b>Total Fees Paid</b>	<b>\$902,671</b>	<b>\$875,459</b>

- (1) “Audit Fees” include fees necessary to perform the annual audit of the consolidated financial statements.
- (2) “Audit-Related Fees” include fees for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under “Audit Fees”. For the fiscal year ended January 29, 2017, this category included fees related to the performance of required procedures in connection with the July 2016 offering of senior unsecured notes, accounting advisory services as well as assistance with the Corporation’s compliance project with National Instrument 52-109. For the fiscal year ended January 31, 2016, this category included fees related to the performance of required procedures in connection with the April 2015 offering of senior unsecured notes as well as assistance with the Corporation’s compliance project with National Instrument 52-109.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax advice, tax planning as well as assistance in connection with provincial and federal tax audits conducted in the normal course of business. Fees related to tax compliance and preparation amounted to \$96,028 for the fiscal year ended January 29, 2017 and \$57,121 for the fiscal year ended January 31, 2016, whereas fees for tax advice and planning amounted to \$117,393 for the fiscal year ended January 29, 2017 and \$201,838 for the fiscal year ended January 31, 2016.
- (4) “Other Fees” include fees for products and services provided by the external auditor other than those included above. This category represents primarily fees related to translation services.

Additional details with respect to the audit committee of the Board of Directors (the “Audit Committee”) can be found in the section entitled “Audit Committee Information” of the Corporation’s annual information form, available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **CONFIRMATION OF ADVANCE NOTICE BY-LAW**

On March 29, 2017, the Board of Directors, upon the recommendation of the Nominating and Governance Committee, adopted By-Law No. 2, a by-law relating to the advance nomination of directors of the Corporation (the “Advance Notice By-Law”).

The following is a summary only of the principal provisions of the Advance Notice By-Law and is qualified by reference to the full text of the Advance Notice By-Law attached as Schedule A.

The Advance Notice By-Law establishes a framework for advance notice of nominations of directors by shareholders of the Corporation. Among other things, the Advance Notice By-Law fixes deadlines by which shareholders must submit a notice of director nominations to the Corporation prior to any annual or special meeting of shareholders where directors are to be elected and sets out the information that a shareholder must include in the notice. The Advance Notice By-Law does not interfere with the ability of shareholders to requisition a meeting or to nominate directors by way of a shareholder proposal in accordance with the *Canada Business Corporations Act*.

To be timely, a shareholder must give a valid notice to the Corporation:

- (i) in the case of an annual meeting of shareholders (including an annual and special meeting), not less than thirty (30) days prior to the date of the meeting, provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the date on which the first public announcement of the date of the meeting was made, notice by the nominating shareholder shall be made not later than the close of business on the tenth (10<sup>th</sup>) day following such public announcement; and
- (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not also called for other purposes), not later than the close of business on the fifteenth (15<sup>th</sup>) day following the day on which the first public announcement of the date of the meeting was made.

The Advance Notice By-Law authorizes the chair of the meeting to determine whether a nomination was made in accordance with the procedures set forth in the Advance Notice By-Law and, if any proposed nomination is not in compliance with the Advance Notice By-Law, to declare that such defective nomination shall be disregarded. The Board of Directors may, in its sole discretion, waive any requirement of the Advance Notice By-Law.

The Nominating and Governance Committee and the Board of Directors believe that the Advance Notice By-Law sets out a clear and transparent process for all shareholders who intend to nominate directors at a shareholders’ meeting, by providing a reasonable timeframe for shareholders to notify the Corporation of their intention and by requiring shareholders to disclose information concerning the proposed nominees as is mandated by applicable securities laws. The Board of Directors will be able to evaluate the proposed nominees’ qualifications and suitability as directors and respond as appropriate in the best interests of the Corporation, and shareholders will be able to make a well-informed voting decision about director nominees. The Advance Notice By-Law is also intended to facilitate an orderly and efficient meeting process.

The Advance Notice By-Law came into effect on March 29, 2017. Pursuant to the provisions of the *Canada Business Corporations Act*, shareholders must confirm the Advance Notice By-Law at the Meeting. If shareholders do not approve the ordinary resolution confirming the adoption of the Advance Notice By-Law, it will no longer be valid.

Accordingly, at the Meeting, shareholders will be asked to consider and, if deemed appropriate, to adopt an ordinary resolution in the form set out below (the “Advance Notice By-Law Resolution”), subject to amendments, variations or additions as may be approved at the Meeting, confirming the adoption of the Advance Notice By-Law. The Advance Notice By-Law Resolution must be passed by not less than a majority of votes cast by shareholders who vote in person or by proxy in respect of the resolution at the Meeting. No shareholders are excluded from voting in respect of the Advance Notice By-Law Resolution.

The text of the Advance Notice By-Law Resolution to be submitted to shareholders at the Meeting is set forth below:

**“RESOLVED** as an ordinary resolution that (i) By-Law No. 2 of the Corporation, in the form adopted by the Board of Directors on March 29, 2017 and attached as Schedule A to this Circular, be and is hereby confirmed without amendment as by-laws of the Corporation, and (ii) any officer of the Corporation be and is hereby authorized and directed to execute and deliver for and on behalf of the Corporation all such certificates, instruments, agreements, documents and notices and to do all such other acts and things as in such person’s opinion may be necessary or desirable for the purpose of giving effect to this resolution.”

**Unless a proxy specifies that the common shares it represents should be voted against the Advance Notice By-Law Resolution, the persons named in the enclosed form of proxy or voting instruction form, as applicable, intend to vote FOR the Advance Notice By-Law Resolution.**

#### **ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The Human Resources and Compensation Committee and the Board of Directors have spent considerable time and effort overseeing the implementation of the Corporation’s executive compensation program over the last few years, and are satisfied that the policies and programs in place are based on fundamental principles of pay-for-performance aimed at aligning the interests of the senior executive team with those of shareholders and reflecting competitive market practices. This compensation approach allows the Corporation to attract, retain and motivate high-performing executives who will be incented to increase business performance and enhance shareholder value on a sustainable basis. For further information concerning the Corporation’s approach to executive compensation, please refer to the “Compensation Discussion and Analysis” starting on page 24 of this Circular.

In this light, for the first time this year, the Board of Directors decided during its meeting held on March 29, 2017 to present to shareholders the Say-on-Pay Advisory Vote, a non-binding advisory vote on executive compensation, as part of its shareholder engagement efforts. At the Meeting, shareholders will be asked to approve the following Say-on-Pay Advisory Resolution, which is substantially similar to the form of resolution recommended by the Canadian Coalition for Good Governance:

**“RESOLVED**, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders of the Corporation accept the approach to executive compensation disclosed in the management proxy circular delivered in advance of the 2017 annual general meeting of shareholders of the Corporation.”

As this is an advisory vote, the results will not be binding upon the Board of Directors. However, the Human Resources and Compensation Committee and the Board of Directors will review and analyze the voting results and, as appropriate, take into account such results when reviewing executive compensation policies and programs in the future. Results of the vote will be disclosed in the report of voting results to be posted on SEDAR at [www.sedar.com](http://www.sedar.com) shortly after the Meeting. The Corporation plans on holding a vote on the Say-on-Pay Advisory Resolution on an annual basis.

**Unless a proxy specifies that the common shares it represents should be voted against the Say-on-Pay Advisory Resolution, the persons named in the enclosed form of proxy or voting instruction form, as applicable, intend to vote FOR the approval of the Say-on-Pay Advisory Resolution.**

## NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

### DESCRIPTION OF PROPOSED DIRECTOR NOMINEES

Nine (9) director nominees will stand for re-election at the Meeting. John J. Swidler will retire from office at the close of the Meeting after having served on the Board of Directors since 2010, and will not seek re-election as a director. Information relating to John J. Swidler therefore does not appear along with the information regarding the nine (9) proposed nominees for election as directors of the Corporation. Since John J. Swidler will act as director of the Corporation up to the Meeting, information relating to him appears in other sections of this Circular.

Directors are elected each year at the annual meeting of shareholders, except that the Board of Directors can appoint directors in certain circumstances between annual meetings. Directors elected at the meeting will hold office until the close of the next annual meeting of shareholders or until their successor is elected or appointed.

All nominees have established their eligibility and willingness to serve as directors. If prior to the Meeting, any of the listed nominees would become unable or unavailable to serve, proxies will be voted for any other nominee or nominees at the discretion of the proxyholder.

The following tables provide information about the proposed nominees for election as directors as at April 11, 2017, including their name, place of residence, age, independence from the Corporation, the date they became directors, their principal occupation, biography, committee memberships, attendance record, memberships on boards of other public companies during the last five years (if applicable) and total compensation received in their capacity as directors of the Corporation for each of the last two (2) fiscal years. Also indicated is the number of securities of the Corporation beneficially owned, or controlled or directed, directly or indirectly, by each director as at January 29, 2017, the total market value of such securities as at January 29, 2017 and each director's level of attainment of the Director Share Ownership Guidelines (described hereinafter) as at the date hereof.

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## LARRY ROSSY

Québec, Canada  
Age: 74

Director since 2004  
Not independent<sup>(1)</sup>

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### 2016 Annual Meeting of Shareholders Voting Results

For:	96.16	86,802,318
Withheld:	3.84	3,468,103

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### Other Public Company Directorships in Past Five Years

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## Executive Chairman of the Board of Directors Dollarama Inc.

Larry Rossy is the Executive Chairman of the Board of Directors since May 1, 2016. Before that date, he held the offices of Chairman of the Board of Directors and Chief Executive Officer since the Corporation's inception. Larry Rossy has been a retailer since 1965 and is the founder of Dollarama. In 1992, he made the strategic decision to convert the company to the "dollar store" concept. Since that time, his principal focus has been on the expansion of the Dollarama retail network. On May 1, 2016, Larry Rossy stepped aside as Chief Executive Officer, as Neil Rossy took the helm of the business. As Executive Chairman of the Board of Directors, he continues to play an active role in key areas of the business such as real estate and buying. He received a Bachelor of Arts from McGill University.

### Board/Committee Memberships

Board of Directors  
**Total**

### Attendance

6/6 (100.0%)  
**6/6 (100.0%)**

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### Value of Total Compensation Received as Director<sup>(2)</sup>

Fiscal year ended January 29, 2017: —

Fiscal year ended January 31, 2016: —

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### Securities Held as at January 29, 2017

Common Shares (#)	Common Shares <sup>(3)</sup> (\$)	Options Vested/Total (#)	Options <sup>(3)</sup> Vested Only (\$)	DSUs <sup>(4)</sup> Vested/Total (#)	DSU <sup>(4)</sup> Vested Only (\$)	Total Value of Securities Held <sup>(3)</sup> Vested Only (\$)
						729,640,291
7,118,290	707,700,391	340,000 / 680,000	21,939,900	—	—	729,640,291

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(5)</sup>

(Target: 3x base salary): 1,323.0x

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- (1) Larry Rossy is not considered independent because he is the Executive Chairman of the Corporation.
  - (2) Larry Rossy does not receive any compensation from the Corporation for his services as member of the Board of Directors. For further details on his compensation as Executive Chairman, see "Compensation Discussion and Analysis - Compensation Components - Summary Compensation Table".
  - (3) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
  - (4) Only non-executive directors are eligible to receive deferred share units or "DSUs".
  - (5) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. Larry Rossy is subject to Executive Share Ownership Guidelines rather than Director Share Ownership Guidelines as he is not compensated for his role as Executive Chairman or member of the Board of Directors. For further details, see "Compensation Discussion and Analysis - Compensation Components - Executive Share Ownership Guidelines."

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## JOSHUA BEKENSTEIN

Massachusetts, USA  
Age: 58

Director since 2004  
Independent

## Managing Director Bain Capital Partners, LP

Joshua Bekenstein is a member of the Board of Directors and a member of the Human Resources and Compensation Committee and the Nominating and Governance Committee. Mr. Bekenstein is a Managing Director at Bain Capital Partners, LP, a private asset management firm. Prior to joining Bain Capital Partners in 1984, Mr. Bekenstein spent several years at Bain & Company, where he was involved with companies in a variety of industries. Mr. Bekenstein serves as a director of Canada Goose Holdings Inc., BRP Inc., Bright Horizons Family Solutions Inc., and The Michaels Companies, Inc., and sits on the compensation committee of some of those corporations. Mr. Bekenstein received a Bachelor of Arts from Yale University and a Master of Business Administration (MBA) from Harvard Business School.

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### 2016 Annual Meeting of Shareholders Voting Results

For:	91.34	82,450,867
Withheld:	8.66	7,819,554

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### Other Public Company

#### Directorships in Past Five Years

Waters Corporation	1994 – 2017
Bright Horizons Family Solutions Inc.	2013 – present <sup>(1)</sup>
BRP Inc.	2013 – present <sup>(1)</sup>
Burlington Stores, Inc.	2013 – 2017
The Michaels Companies, Inc.	2014 – present <sup>(1)</sup>
Canada Goose Holdings Inc.	2013 – present <sup>(1)</sup>

#### Board/Committee Memberships

Board of Directors	Attendance 6/6 (100.0%)
Human Resources and Compensation <sup>(2)</sup>	4/4 (100.0%)
Nominating and Governance	2/2 (100.0%)

#### Total

**12/12 (100.0%)**

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### Value of Total Compensation Received as Director

Fiscal year ended January 29, 2017: \$114,750

Fiscal year ended January 31, 2016: \$117,000

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### Securities Held as at January 29, 2017

Common Shares (#)	Common Shares <sup>(3)</sup> (\$)	Options Vested/Total (#)	Options <sup>(3)</sup> Vested Only (\$)	DSUs <sup>(4)</sup> Vested/Total (#)	DSU <sup>(4)(5)</sup> Vested Only (\$)	Total Value of Securities Held
						Vested Only (\$)
5,000	497,100	8,000 / 12,000	550,780	2,464 / 3,008	244,970	1,292,850

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(6)</sup>

(Target: 3x annual cash retainer): 34.7x

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- (1) Bright Horizons Family Solutions Inc. is a public company since January 2013 but Mr. Bekenstein has been on the board of directors since 2008. BRP Inc. is a public company since May 2013 but Mr. Bekenstein has been on the board of directors since 2003. The Michaels Companies, Inc. is a public company since June 2014 but Mr. Bekenstein has been on the board of directors since 2006. Canada Goose Holdings Inc. is a public company since March 2017 but Mr. Bekenstein has been on the board of directors since 2013.
  - (2) Joshua Bekenstein stepped down as Chair of the Human Resources and Compensation Committee upon the appointment of Nicholas Nomicos as Chair, effective March 29, 2016. He remains a member of the Human Resources and Compensation Committee.
  - (3) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
  - (4) DSUs comprising the annual equity retainer, in the amount of \$40,000, vest on the first anniversary of the grant date whereas DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. Includes additional DSUs credited as dividend equivalents up to January 29, 2017.
  - (5) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the Toronto Stock Exchange (the "TSX") for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
  - (6) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. For further details on the share ownership guidelines applicable to directors, see "Nominees for Election to the Board of Directors - Director Share Ownership Guidelines".

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## GREGORY DAVID

Ontario, Canada  
Age: 49

Director since 2004  
Not independent<sup>(1)</sup>

## Chief Executive Officer GRI Capital Inc.

Gregory David is a member of the Board of Directors. He is the Chief Executive Officer of GRI Capital Inc., a private management and financial advisory firm, and has been with the company and its affiliates since 2003. From 2000 to 2003, Mr. David provided financial and strategic advisory services to private and public companies. Previously, he worked at Claridge Inc. from 1998 to 2000 and at McKinsey & Co. from 1996 to 1998. He has a Bachelor of Commerce from Queen's University, a Bachelor of Laws from McGill University and a Master of Business Administration (MBA) from Harvard Business School.

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### 2016 Annual Meeting of Shareholders Voting Results

For:	99.22	89,562,304
Withheld:	0.78	708,117

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### Other Public Company Directorships in Past Five Years

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### Board/Committee Memberships

Board of Directors  
Total

### Attendance

6/6 (100.0%)  
6/6 (100.0%)

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### Value of Total Compensation Received as Director

Fiscal year ended January 29, 2017: \$99,000

Fiscal year ended January 31, 2016: \$99,000

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### Securities Held as at January 29, 2017

Common Shares (#)	Common Shares (\$)	Options <i>Vested/Total</i> (#)	Options <sup>(2)</sup> <i>Vested Only</i> (\$)	DSUs <sup>(3)</sup> <i>Vested/Total</i> (#)	DSU <sup>(3)(4)</sup> <i>Vested Only</i> (\$)	Total Value of Securities Held	
						<i>Vested Only</i> (\$)	<i>Vested Only</i> (\$)
—	—	20,000 / 24,000	1,580,180	1,445 / 1,988	143,661	1,723,841	

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(5)</sup>  
(Target: 3x annual cash retainer): 45.3x

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- (1) Gregory David is not considered independent due to his relationship with Larry Rossy, Neil Rossy and other members of the current or former management. Mr. David is Chief Executive Officer of GRI Capital Inc., a holding company controlled by Larry Rossy.
  - (2) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
  - (3) DSUs comprising the annual equity retainer, in the amount of \$40,000, vest on the first anniversary of the grant date whereas DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. Includes additional DSUs credited as dividend equivalents up to January 29, 2017.
  - (4) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
  - (5) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. For further details on the share ownership guidelines applicable to directors, see "Nominees for Election to the Board of Directors - Director Share Ownership Guidelines".

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**ELISA D. GARCIA C.**Florida, USA  
Age: 59Director since 2015  
Independent

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**2016 Annual Meeting of Shareholders Voting Results**

For:	99.92	90,194,567
Withheld:	0.08	75,854

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**Chief Legal Officer  
Macy's, Inc.**

Elisa D. Garcia C. is a member of the Board of Directors and a member of the Nominating and Governance Committee. Ms. Garcia currently serves as Chief Legal Officer of Macy's, Inc. Prior to joining Macy's in September 2016, she served as Executive Vice President and Chief Legal Officer of Office Depot, Inc., a leading global provider of products, services, and solutions for the workplace headquartered in Boca Raton, Florida. Prior to joining Office Depot in 2007, she was Executive Vice President, General Counsel and Corporate Secretary for Domino's Pizza, Inc. Earlier in her career, she served as Latin American Regional Counsel for Philip Morris International and Corporate Counsel for GAF Corporation. She also serves on the board of the Institute for Inclusion in the Legal Profession and acts as an advisory board member for the Corporate Pro Bono Institute. Ms. Garcia is a graduate of the St. John's University School of Law, and also received a joint BA/MS in Political Science and Management and Policy Sciences from W. Averell Harriman College, State University of New York at Stony Brook.

**Other Public Company  
Directorships in Past Five Years**

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**Board/Committee Memberships**

Board of Directors
Nominating and Governance
<b>Total</b>

**Attendance**

6/6 (100.0%)
2/2 (100.0%)
<b>8/8 (100.0%)</b>

**Value of Total Compensation Received as Director**

Fiscal year ended January 29, 2017: \$105,000

Fiscal year ended January 31, 2016: \$103,500

**Securities Held as at January 29, 2017**

Common Shares (#)	Common Shares (\$)	Options <i>Vested/Total</i> (#)	Options <i>Vested Only</i> (\$)	DSUs <sup>(1)</sup> <i>Vested/Total</i> (#)	DSU <sup>(1)(2)</sup> <i>Vested Only</i> (\$)	Total Value of Securities Held
						<i>Vested Only</i> (\$)
—	—	—	—	2,078 / 2,621	206,594	206,594

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(3)</sup>  
(Target: 3x annual cash retainer): 6.1x

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- (1) DSUs comprising the annual equity retainer, in the amount of \$40,000, vest on the first anniversary of the grant date whereas DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. Includes additional DSUs credited as dividend equivalents up to January 29, 2017.
  - (2) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
  - (3) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. For further details on the share ownership guidelines applicable to directors, see "Nominees for Election to the Board of Directors - Director Share Ownership Guidelines".



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## STEPHEN GUNN

Ontario, Canada  
Age: 62

Lead Director since 2009  
Independent

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### 2016 Annual Meeting of Shareholders Voting Results

For:	97.59	88,092,404
Withheld:	2.41	2,178,017

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## Corporate Director

Stephen Gunn is the Lead Director of the Board of Directors, the Chair of the Nominating and Governance Committee and a member of both the Audit Committee and the Human Resources and Compensation Committee. He is also co-chair of the board of directors of Sleep Country Canada Holdings Inc. and a director of Canada Goose Holdings Inc. and Cara Operations Limited, and chairs the audit committee of the latter two. Prior to November 2014, Mr. Gunn served as chief executive officer of Sleep Country Canada, the Canadian mattress retailer he co-founded. He received a Bachelor of Applied Science in Electrical Engineering from Queen's University and a Master of Business Administration (MBA) from the University of Western Ontario.

### Other Public Company

#### Directorships in Past Five Years

Cara Operations Limited	2015 – present <sup>(1)</sup>
Sleep Country Canada Holdings Inc.	2015 – present <sup>(1)</sup>
Canada Goose Holdings Inc.	2017 – present

### Board/Committee Memberships

Board of Directors
Audit Committee
Human Resources and Compensation
Nominating and Governance (Chair)
<b>Total</b>

### Attendance

5/6 (83.3%)
4/4 (100.0%)
4/4 (100.0%)
2/2 (100.0%)
<b>15/16 (93.75%)</b>

### Value of Total Compensation Received as Director

Fiscal year ended January 29, 2017: \$146,500

Fiscal year ended January 31, 2016: \$148,000

### Securities Held as at January 29, 2017

Common Shares (#)	Common Shares <sup>(2)</sup> (\$)	Options Vested/Total (#)	Options <sup>(2)</sup> Vested Only (\$)	DSUs <sup>(3)</sup> Vested/Total (#)	DSU <sup>(3)(4)</sup> Vested Only (\$)	Total Value of Securities Held
						Vested Only (\$)
28,600	2,843,412	20,000 / 24,000	1,580,180	670 / 1,213	66,611	4,490,203

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(5)</sup>  
(Target: 3x annual cash retainer): 109.9x

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- (1) Cara Operations Limited is a public company since April 2015 but Mr. Gunn has been on the board of directors since 2013. Sleep Country Canada Holdings Inc. is a public company since July 2015 but Mr. Gunn has been on the board of directors since its inception.
  - (2) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
  - (3) DSUs comprising the annual equity retainer, in the amount of \$40,000, vest on the first anniversary of the grant date whereas DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. Includes additional DSUs credited as dividend equivalents up to January 29, 2017.
  - (4) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
  - (5) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. For further details on the share ownership guidelines applicable to directors, see "Nominees for Election to the Board of Directors - Director Share Ownership Guidelines".

## NICHOLAS NOMICOS

Massachusetts, USA  
Age: 54

Director since 2004  
Independent

### 2016 Annual Meeting of Shareholders Voting Results

For:	99.73	90,026,772
Withheld:	0.27	243,649

## Corporate Director

Nicholas Nomicos is a member of the Board of Directors, and he chairs the Human Resources and Compensation Committee since March 2016. He is also a director and a member of the investment and risk committee of BRP Inc. since December 2016. He previously sat on BRP Inc.'s board of directors from 2003 to 2015. Until December 2016, Mr. Nomicos was Managing Director at Bain Capital Credit, LP (formerly known as Sankaty Advisors, LP), the credit affiliate of Bain Capital Partners, LP. Prior to 2011, he was an Operating Partner at Bain Capital Partners where he worked since 1999 in a variety of investments in the manufacturing and consumer product sectors. Prior to joining Bain Capital Partners, Mr. Nomicos was a senior corporate development and manufacturing executive at Oak Industries Inc., and he spent several years at Bain & Company where he was a Manager. Mr. Nomicos received a Bachelor of Science in Engineering from Princeton University and a Master of Business Administration (MBA) from Harvard Business School.

### Other Public Company Directorships in Past Five Years

BRP Inc.	2003 – 2015 <sup>(1)</sup>
	2016 – present <sup>(1)</sup>

### Board/Committee Memberships

Board of Directors
Human Resources and Compensation (Chair) <sup>(2)</sup>
<b>Total</b>

### Attendance

6/6 (100.0%)
4/4 (100.0%)
<b>10/10 (100.0%)</b>

### Value of Total Compensation Received as Director

Fiscal year ended January 29, 2017: \$110,250

Fiscal year ended January 31, 2016: \$106,500

### Securities Held as at January 29, 2017

Common Shares (#)	Common Shares (\$)	Options Vested/Total (#)	Options <sup>(3)</sup> Vested Only (\$)	DSUs <sup>(4)</sup> Vested/Total (#)	DSU <sup>(4)(5)</sup> Vested Only (\$)	Total Value of Securities Held	
						Vested Only (\$)	Vested Only (\$)
—	—	8,000 / 12,000	550,780	2,279 / 2,822	226,578	777,358	

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(6)</sup>  
(Target: 3x annual cash retainer): 22.7x

- (1) BRP Inc. is a public company since May 2013. Mr. Nomicos served a first term as director of BRP Inc. from 2003 to 2015, and was re-appointed to the board of directors in December 2016.
- (2) Nicholas Nomicos was appointed Chair of the Human Resources and Compensation Committee, effective March 29, 2016, in replacement of Joshua Bekenstein, who remains a member of the committee.
- (3) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
- (4) DSUs comprising the annual equity retainer, in the amount of \$40,000, vest on the first anniversary of the grant date whereas DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. Includes additional DSUs credited as dividend equivalents up to January 29, 2017.
- (5) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
- (6) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. For further details on the share ownership guidelines applicable to directors, see "Nominees for Election to the Board of Directors - Director Share Ownership Guidelines".

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## NEIL ROSSY

Québec, Canada  
Age: 47

Director since 2004  
Not independent<sup>(1)</sup>

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### 2016 Annual Meeting of Shareholders Voting Results

For:	99.24	89,584,450
Withheld:	0.76	685,971

## President and Chief Executive Officer Dollarama Inc.

Neil Rossy is a member of the Board of Directors since 2004 and serves as President and Chief Executive Officer of the Corporation since May 1, 2016. Prior to being appointed to this office by the Board of Directors in 2016, he had served as Chief Merchandising Officer of Dollarama since 2010. With the company since its inception in 1992, he has been involved in all aspects of Dollarama's business, supply chain and day-to-day operations. Over the last two decades, Neil Rossy has played an increasingly important role in strategic decisions related to warehousing and distribution, direct sourcing, brand identity, product development and merchandising innovations that define Dollarama and underpin its success. He is a graduate of Queen's University.

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### Other Public Company Directorships in Past Five Years

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### Board/Committee Memberships

Board of Directors

**Total**

### Attendance

6/6 (100.0%)

**6/6 (100.0%)**

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### Value of Total Compensation Received as Director<sup>(2)</sup>

Fiscal year ended January 29, 2017: —

Fiscal year ended January 31, 2016: —

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### Securities Held as at January 29, 2017

Common Shares (#)	Common Shares <sup>(3)</sup> (\$)	Options Vested/Total (#)	Options <sup>(3)</sup> Vested Only (\$)	DSUs <sup>(4)</sup> Vested/Total (#)	DSU <sup>(4)</sup> Vested Only (\$)	Total Value of Securities Held
						Vested Only (\$)
1,071,893	106,567,602	150,000 / 370,000	9,593,000	—	—	116,160,602

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(5)</sup>

(Target: 3x base salary): 175.3x

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- (1) Neil Rossy is not considered independent because he is President and Chief Executive Officer of the Corporation.
  - (2) Neil Rossy does not receive any compensation from the Corporation for his services as director. For further details on his compensation as President and Chief Executive Officer, see "Compensation Discussion and Analysis - Compensation Components - Summary Compensation Table".
  - (3) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
  - (4) Only non-executive directors are eligible to receive DSUs.
  - (5) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. Neil Rossy is subject to Executive Share Ownership Guidelines rather than Director Share Ownership Guidelines as he is not compensated for his role as director. For further details, see "Compensation Discussion and Analysis - Compensation Components - Executive Share Ownership Guidelines."

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**RICHARD ROY, FCPA, FCA**

Québec, Canada  
Age: 61

Director since 2012  
Independent

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**2016 Annual Meeting of Shareholders Voting Results**

For:	99.05	89,408,847
Withheld:	0.95	861,574

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**Corporate Director**

Richard Roy, FCPA, FCA, is a member of the Board of Directors and a member of the Audit Committee. He also sits on the board of directors of Uni-Select Inc. since May 2008 and on the board of directors of GDI Integrated Facility Services Inc. since May 2015. Mr. Roy served as President and Chief Executive Officer of Uni-Select, a distributor of automotive replacement parts, equipment, tools and accessories in North America, from January 1, 2008 to July 31, 2015. Prior to January 2008, he held various senior roles at Uni-Select, including the positions of Vice President, Chief Operating Officer from April 2007 to January 2008, and Vice President, Administration and Chief Financial Officer from January 1999 to April 2007. Mr. Roy received his Fellow Chartered Accountant (FCA) designation from the *Ordre des comptables professionnels agréés du Québec* in 2012. Mr. Roy is a graduate of HEC Montreal.

**Other Public Company**

<b>Directorships in Past Five Years</b>	
Uni-Select Inc.	2008 – present
GDI Integrated Facility Services Inc.	2015 – present

**Board/Committee Memberships**

Board of Directors
Audit Committee
<b>Total</b>

**Attendance**

6/6 (100.0%)
4/4 (100.0%)
<b>10/10 (100.0%)</b>

**Value of Total Compensation Received as Director**

Fiscal year ended January 29, 2017: \$110,000

Fiscal year ended January 31, 2016: \$110,000

**Securities Held as at January 29, 2017**

Common Shares (#)	Common Shares <sup>(1)</sup> (\$)	Options Vested/Total (#)	Options <sup>(1)</sup> Vested Only (\$)	DSUs <sup>(2)</sup> Vested/Total (#)	DSU <sup>(2)(3)</sup> Vested Only (\$)	Total Value of Securities Held
						Vested Only (\$)
4,000	397,680	7,200 / 12,000	456,004	2,316 / 2,859	230,256	1,083,940

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(4)</sup>  
(Target: 3x annual cash retainer): 29.9x

- 
- (1) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
  - (2) DSUs comprising the annual equity retainer, in the amount of \$40,000, vest on the first anniversary of the grant date whereas DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. Includes additional DSUs credited as dividend equivalents up to January 29, 2017.
  - (3) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
  - (4) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. For further details on the share ownership guidelines applicable to directors, see "Nominees for Election to the Board of Directors - Director Share Ownership Guidelines".

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**HUW THOMAS, FCPA, FCA**

Ontario, Canada  
Age: 64

Director since 2011  
Independent

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**2016 Annual Meeting of  
Shareholders Voting Results**

For:	85.70	77,363,648
Withheld:	14.30	12,906,768

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**Chief Executive Officer  
Smart Real Estate Investment Trust**

Huw Thomas, FCPA, FCA, is a member of the Board of Directors and served as a member of the Audit Committee and the Nominating and Governance Committee until March 29, 2017, inclusively. From 1996 to 2010, Mr. Thomas served in various senior financial roles at Canadian Tire Corporation, Limited, including nine years as Chief Financial Officer and, from November 2009 until December 2010, as Executive Vice-President, Financial Strategy and Performance. Mr. Thomas was appointed Interim Chief Executive Officer of SmartREIT in March 2013 and then President and Chief Executive Officer in July 2013. Since July 21, 2016, he holds the title of Chief Executive Officer of SmartREIT. He also serves as a trustee of SmartREIT and Chartwell Retirement Residences, and chairs the audit committee of the latter. He holds a Bachelor of Science degree in Economics from the University of London (U.K.), and is a Certified U.K. and Canadian Chartered Professional Accountant. He received his Fellowship designation (FCPA) from the Chartered Professional Accountants of Ontario in 2013.

Other Public Company Directorships in Past Five Years	
SmartREIT	2011 – present
KP Tissue Inc.	2012 – 2014
Chartwell Retirement Residences	2012 – present

Board/Committee Memberships	Attendance
Board of Directors	6/6 (100.0%)
Audit Committee <sup>(1)</sup>	4/4 (100.0%)
Nominating and Governance Committee <sup>(1)</sup>	2/2 (100.0%)
<b>Total</b>	<b>12/12 (100.0%)</b>

**Value of Total Compensation Received as Director**

Fiscal year ended January 29, 2017: \$116,000

Fiscal year ended January 31, 2016: \$116,000

**Securities Held as at January 29, 2017**

Common Shares (#)	Common Shares <sup>(2)</sup> (\$)	Options Vested/Total (#)	Options <sup>(2)</sup> Vested Only (\$)	DSUs <sup>(3)</sup> Vested/Total (#)	DSU <sup>(3)(4)</sup> Vested Only (\$)	Total Value of Securities Held	
						Vested Only (\$)	
12,400	1,232,808	10,000 / 14,000	720,520	2,460 / 3,003	244,573	2,197,901	

Total Ownership as Multiple of Retainer as at April 11, 2017<sup>(5)</sup>  
(Target: 3x annual cash retainer): 55.9x

- 
- (1) Huw Thomas stepped down from the Audit Committee and the Nominating and Governance Committee effective March 30, 2017.
  - (2) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.
  - (3) DSUs comprising the annual equity retainer, in the amount of \$40,000, vest on the first anniversary of the grant date whereas DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. Includes additional DSUs credited as dividend equivalents up to January 29, 2017.
  - (4) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
  - (5) Equity ownership was assessed as at April 11, 2017, based on the closing price of the common shares (\$116.06) on such date. For further details on the share ownership guidelines applicable to directors, see "Nominees for Election to the Board of Directors - Director Share Ownership Guidelines".

## DIRECTOR COMPENSATION

Each director who is not a member of the management of the Corporation (each a “non-executive director”) is eligible to receive compensation under the Director Compensation Policy.

The Director Compensation Policy is reviewed by the Human Resources and Compensation Committee every two years to determine whether it is aligned with the market and continues to reflect the Corporation’s objectives. The most recent review took place during the fiscal year ended January 29, 2017. Changes approved by the Board of Directors, namely an increase of the annual equity retainer (in the form of DSUs) from \$40,000 to \$50,000, came into effect on January 30, 2017. This increase was meant to partially close the gap between the Corporation’s total director compensation package and the median of the Comparator Group. Also, a decision was made to conduct a similar review on a yearly basis going forward to ensure that director compensation remains in line with the market with a view to safeguarding the Corporation’s ability to recruit new directors, as necessary.

For the fiscal year ended January 29, 2017, the compensation of non-executive directors consisted of the following elements:

<b>Fees<sup>(1)</sup></b>	<b>Amount</b>
<b>Annual Cash Retainers</b>	
Lead Director	\$20,000
Non-Executive Director	\$50,000
Audit Committee – Chair	\$12,500
Audit Committee – Member	\$5,000
Human Resources and Compensation Committee – Chair	\$6,000
Human Resources and Compensation Committee – Member	\$3,000
Nominating and Governance Committee – Chair	\$6,000
Nominating and Governance Committee – Member	\$3,000
<b>Annual Equity Retainer<sup>(2)</sup></b>	
Non-Executive Director	\$40,000
<b>Meeting Fees</b>	
Board Meeting	\$1,500
Committee Meeting	\$1,500

(1) Travel fees as well as out-of-pocket expenses incurred by directors in attending board meetings, committee meetings and shareholders meetings and in the performance of other duties as directors of the Corporation are also reimbursed by the Corporation.

(2) The annual equity retainer consists of an award of DSUs under the Corporation’s deferred share unit plan (the “DSU Plan”), as further described below.

### DSU Plan

On December 3, 2014, upon recommendation of the Human Resources and Compensation Committee, the Board of Directors adopted the DSU Plan to provide non-executive directors with the opportunity to receive compensation in the form of equity and participate in the long-term success of the Corporation and to promote a greater alignment of interests between directors and shareholders for the duration of each director’s tenure.

#### *Annual Equity Retainer*

Non-executive directors receive an annual equity retainer consisting of deferred share units (“DSUs”). For the fiscal year ended January 29, 2017, the annual equity retainer represented an amount of \$40,000. DSUs comprising the annual equity retainer, together with additional DSUs credited as dividend equivalents in respect of such annual DSUs, vest on the first anniversary of the date of grant.

#### *Quarterly DSU Awards*

In addition to the annual equity retainer, non-executive directors may elect to receive all or a portion of their annual cash compensation (including the annual cash retainers and meeting fees, which are paid quarterly, but excluding reimbursement of expenses) in the form of DSUs.

If so elected, the Corporation credits to the director's notional account, on a quarterly basis, such number of DSUs equal to the amount that the director elects to receive in the form of DSUs divided by the volume weighted average trading price of the common shares on the TSX for the five (5) trading days ending on the last business day of each fiscal quarter. Dividend equivalents in the form of additional DSUs that are equal in value to dividends paid on common shares are also credited to the director's notional account on each dividend payment date based on the number of DSUs in such director's notional account as of the dividend record date. DSUs credited to a director's notional account as a result of the election by such director to receive all or a portion of his or her cash compensation in the form of DSUs vest immediately.

The election to receive all or a portion of the annual cash compensation in the form of DSUs is made prior to the beginning of a fiscal year and is irrevocable for that fiscal year. For the fiscal year ended January 29, 2017, all of the Corporation's non-executive directors elected to receive 100% of their annual cash compensation in the form of DSUs, except John J. Swidler who elected to receive 50% of his annual cash compensation in the form of DSUs and Stephen Gunn and Gregory David who both elected to receive the full amount in cash.

DSUs credited to a director's notional account remain in such account for as long as he or she is a director and they can only be redeemed following the director's resignation from the Board of Directors or death, either, at the Corporation's sole discretion, (i) in cash based on the volume weighted average trading price of the common shares on the TSX for the five (5) trading days immediately preceding the date of redemption or death, as applicable, or (ii) in common shares to be acquired on the open market by the Corporation, in each case net of any applicable tax withholdings. The DSU Plan is not dilutive.

The following table provides information regarding the compensation earned by non-executive directors during the fiscal year ended January 29, 2017.

Name <sup>(1)</sup>	Fees Earned						Allocation of Total Compensation <sup>(6)</sup>		
	Board Cash Retainer (\$)	Other <sup>(2)</sup> Cash Retainers (\$)	Meeting Fees <sup>(3)</sup> (\$)	Option-Based Awards <sup>(4)</sup> (\$)	Share-Based Awards <sup>(5)</sup> (\$)	All Other Compensation (\$)	Total Compensation (\$)	In Cash (\$)	In DSUs (\$)
J. Bekenstein <sup>(7)(8)(10)</sup>	50,000	6,750	18,000	—	40,000	—	114,750	—	114,750
G. David	50,000	—	9,000	—	40,000	—	99,000	59,000	40,000
E. D. Garcia C. <sup>(10)</sup>	50,000	3,000	12,000	—	40,000	—	105,000	—	105,000
S. Gunn <sup>(8)(9)(12)</sup>	50,000	34,000	22,500	—	40,000	—	146,500	106,500	40,000
N. Nomicos <sup>(7)</sup>	50,000	5,250	15,000	—	40,000	—	110,250	—	110,250
R. Roy <sup>(12)</sup>	50,000	5,000	15,000	—	40,000	—	110,000	—	110,000
J. J. Swidler <sup>(11)</sup>	50,000	12,500	15,000	—	40,000	—	117,500	38,750	78,750
H. Thomas <sup>(10)(12)(13)</sup>	50,000	8,000	18,000	—	40,000	—	116,000	—	116,000

- (1) No compensation is paid to directors who are also members of management, namely Larry Rossy and Neil Rossy, for their services as Executive Chairman of the Board of Directors and director, respectively.
- (2) Includes the Lead Director retainer, the Committee chair retainers and the Committee member retainers, as applicable.
- (3) Includes the Board meeting fees and the Committee meeting fees, as applicable.
- (4) No options were granted to non-executive directors since the adoption of the DSU Plan in December 2014.
- (5) The value disclosed in this column consists of the grant date value of the annual equity retainers paid in DSUs on February 1, 2016, the first day of the Corporation's fiscal year ended January 29, 2017, to all non-executive directors.
- (6) In addition to the annual equity retainer disclosed under "Share-Based Awards", non-executive directors may elect to receive all or a portion of their annual cash compensation (including the cash retainers and meeting fees, which are paid quarterly, but excluding reimbursement of expenses) in the form of DSUs.
- (7) Nicholas Nomicos was appointed Chair of the Human Resources and Compensation Committee, effective March 29, 2016, in replacement of Joshua Bekenstein, who remains a member of the committee.
- (8) Member of the Human Resources and Compensation Committee.
- (9) Lead Director and Chair of the Nominating and Governance Committee.
- (10) Member of the Nominating and Governance Committee.
- (11) Chair of the Audit Committee.
- (12) Member of the Audit Committee.
- (13) Huw Thomas stepped down from the Audit Committee and the Nominating and Governance Committee effective March 30, 2017.

## Option-Based Awards and Share-Based Awards – Value Outstanding At Year End

The following table summarizes the number of options granted to non-executive directors that are outstanding under the Option Plan (as hereinafter defined) as at the end of the fiscal year ended January 29, 2017 as well as the number of DSUs granted to non-executive directors up to the end the fiscal year ended January 29, 2017. No new option grants were made to non-executive directors after the adoption of the DSU Plan in December 2014.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options <sup>(1)</sup> (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options <sup>(2)</sup> (\$)	Number of Shares or Units of Shares that have not Vested <sup>(3)</sup> (#)	Market or Payout Value of Share-Based Awards that have not Vested <sup>(4)</sup> (\$)	Market or Payout Value of Vested Share-Based Awards not Paid out or Distributed <sup>(4)(5)</sup> (\$)
J. Bekenstein	4,000	21.75	Jan. 18, 2022	310,680	543	53,985	244,970
	4,000	36.065	Apr. 11, 2023	253,420	—	—	—
	4,000	44.39	Apr. 8, 2024	220,120	—	—	—
G. David	4,000	8.75	Oct. 16, 2019	362,680	543	53,985	143,661
	4,000	13.275	Oct. 16, 2020	344,580	—	—	—
	4,000	18.885	Oct. 16, 2021	322,140	—	—	—
	4,000	21.75	Jan. 18, 2022	310,680	—	—	—
	4,000	36.065	Apr. 11, 2023	253,420	—	—	—
	4,000	44.39	Apr. 8, 2024	220,120	—	—	—
E. D. Garcia C.	— <sup>(6)</sup>	—	—	—	543	53,985	206,594
S. Gunn	4,000	8.75	Oct. 16, 2019	362,680	543	53,985	66,611
	4,000	13.275	Oct. 16, 2020	344,580	—	—	—
	4,000	18.885	Oct. 16, 2021	322,140	—	—	—
	4,000	21.75	Jan. 18, 2022	310,680	—	—	—
	4,000	36.065	Apr. 11, 2023	253,420	—	—	—
	4,000	44.39	Apr. 8, 2024	220,120	—	—	—
N. Nomicos	4,000	21.75	Jan. 18, 2022	310,680	543	53,985	226,578
	4,000	36.065	Apr. 11, 2023	253,420	—	—	—
	4,000	44.39	Apr. 8, 2024	220,120	—	—	—
R. Roy	4,000	31.95	Oct. 11, 2022	269,880	543	53,985	230,256
	4,000	36.065	Apr. 11, 2023	253,420	—	—	—
	4,000	44.39	Apr. 8, 2024	220,120	—	—	—
J. J. Swidler	4,000	11.21	Jan. 5, 2020	352,840	543	53,985	106,578
	4,000	14.42	Jan. 5, 2021	340,000	—	—	—
	4,000	22.215	Jan. 5, 2022	308,820	—	—	—
	4,000	21.75	Jan. 18, 2022	310,680	—	—	—
	4,000	36.065	Apr. 11, 2023	253,420	—	—	—
	4,000	44.39	Apr. 8, 2024	220,120	—	—	—
Huw Thomas	2,000	14.55	Mar. 24, 2021	169,740	543	53,985	244,573
	4,000	21.75	Jan. 18, 2022	310,680	—	—	—
	4,000	36.065	Apr. 11, 2023	253,420	—	—	—
	4,000	44.39	Apr. 8, 2024	220,120	—	—	—

(1) Until the end of the fiscal year ended January 29, 2012, option grants to non-executive directors under the Director Compensation Policy then in effect were made upon the appointment of a director and on the anniversary date of each director's appointment. After that date, annual grants were made on the same date for all non-executive directors until April 8, 2014, date of the last grant of options to non-executive directors.

(2) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017. Includes the in-the-money value of both vested and unvested options.

(3) DSUs comprising the annual equity retainer, together with additional DSUs credited as dividend equivalents in respect of such annual DSUs, vest on the first anniversary of the date of grant. Consequently, the annual DSU award made on February 1, 2016 had not vested as at January 29, 2017.



- (4) The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
- (5) DSUs granted at the end of each quarter to non-executive directors who elected to receive the cash component of their compensation in DSUs in lieu of cash vest immediately upon being granted. DSUs are only redeemed upon the non-executive director ceasing to act as director of the Corporation for any reason, including by death, disability, retirement or resignation.
- (6) Elisa D. Garcia C. was appointed as independent director and member of the Nominating and Governance Committee effective February 18, 2015 and never received any option grants under the Option Plan.

### Option-Based Awards and Share-Based Awards – Value Vested During the Year

The following table provides a summary of the value of option-based and share-based awards vested and of non-equity incentive plan compensation earned by non-executive directors during the fiscal year ended January 29, 2017.

Name	Option-Based Awards – Value Vested During the Fiscal Year <sup>(1)</sup> (\$)	Share-Based Awards – Value Vested During the Fiscal Year <sup>(2)</sup> (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Fiscal Year (\$)
Joshua Bekenstein	139,724	144,059	—
Gregory David	206,360	66,611 <sup>(4)</sup>	—
Elisa D. Garcia C.	— <sup>(3)</sup>	123,579	—
Stephen Gunn	206,360	66,611 <sup>(4)</sup>	—
Nicholas Nomicos	139,724	139,188	—
Richard Roy	133,364	138,889	—
John J. Swidler	201,544	106,578 <sup>(4)</sup>	—
Huw Thomas	191,636	145,153	—

- (1) Calculated as the difference between the market price of the common shares on the date of vesting and the exercise price payable in order to exercise the options.
- (2) DSUs granted at the end of each quarter to non-executive directors who elected to receive all or a portion of their annual cash compensation in the form of DSUs vest immediately upon being granted whereas DSUs comprising the annual equity retainer vest on the first anniversary of the date of grant. The value of a DSU when redeemed for cash is equivalent to the volume weighted average trading price of the common shares of the Corporation on the TSX for the five trading days immediately preceding the date of redemption. However, for the purposes of this Circular, the total value of vested DSUs is calculated based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the Corporation's fiscal year ended January 29, 2017.
- (3) Elisa D. Garcia C. was appointed as independent director and member of the Nominating and Governance Committee effective February 18, 2015 and never received any option grants under the Option Plan.
- (4) John J. Swidler elected to receive 50% of his annual cash compensation in the form of DSUs whereas Stephen Gunn and Gregory David both elected to receive the full amount in cash.

### DIRECTOR SHARE OWNERSHIP GUIDELINES

On April 10, 2012, upon recommendation of the Nominating and Governance Committee, the Board of Directors adopted Director Share Ownership Guidelines in order to better align directors' interests with shareholders' interests. Guidelines were then amended in December 2014 upon adoption of the DSU Plan. Under such guidelines, each non-executive director is required to accumulate at least three times the value of his or her annual cash retainer, currently representing a total value of \$150,000, in common shares, unexercised vested options or vested DSUs, within five years following such director's election or appointment to the Board of Directors or by April 10, 2017, whichever is later. Larry Rossy and Neil Rossy are subject to Executive Share Ownership Guidelines rather than Director Share Ownership Guidelines as they are not compensated for their role as Executive Chairman and director, respectively.

See "Nominees for Election to the Board of Directors - Description of Proposed Director Nominees" for information concerning the individual holdings of the director nominees and their respective level of attainment of the Director Share Ownership Guidelines.

Each non-executive director is required to continue to hold such minimum value in common shares, unexercised vested options and/or vested DSUs throughout the remainder of his or her tenure as director.

The Director Share Ownership Guidelines also prohibit directors from entering into any transaction that would operate as a hedge against such director's ownership position.

## **CEASE TRADE ORDERS OR BANKRUPTCIES**

To the knowledge of the Corporation, none of the proposed nominees for election to the Board of Directors:

- (a) is, as at the date of this Circular, or was, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
  - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; 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.

For the purposes of the paragraphs above, "order" means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Corporation, none of the proposed nominees for election to the Board of Directors:

- (a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person 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
- (b) has, within the 10 years before the date of this Circular, 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 or her assets;

except for Stephen Gunn, a director of the Corporation, who was previously a director of Golf Town Canada Inc., which, together with certain of its Canadian affiliates, sought and obtained protection under the *Companies' Creditors Arrangement Act* pursuant to an Initial Order of the Ontario Superior Court of Justice dated September 14, 2016.

## **PENALTIES OR SANCTIONS**

To the knowledge of the Corporation, none of the proposed nominees for election to the Board of Directors 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.

## COMPENSATION DISCUSSION AND ANALYSIS

The following discussion describes the significant elements of the Executive Officer Compensation Policy, with particular emphasis on the process for determining compensation payable to the Corporation's named executive officers ("NEOs") for the fiscal year ended January 29, 2017, being (i) the Executive Chairman, (ii) the President and Chief Executive Officer, (iii) the Chief Financial Officer, and (iii) each of the next two most highly compensated executive officers (or individuals acting in a similar capacity) of the Corporation, including any of its subsidiaries.

For the fiscal year ended January 29, 2017, the NEOs are:

- Larry Rossy, Executive Chairman;
- Neil Rossy, President and Chief Executive Officer ("CEO");
- Michael Ross, FCPA, FCA, Chief Financial Officer ("CFO");
- Johanne Choinière, Chief Operating Officer ("COO"); and
- Geoffrey Robillard, Senior Vice President, Import Division.

### COMPENSATION OBJECTIVES

The Corporation's Executive Officer Compensation Policy is administered by the Human Resources and Compensation Committee, which makes recommendations to the Board of Directors. The compensation policy is designed to attract and retain highly qualified executive officers, to motivate and reward them for their performance and contribution to the long-term success of the Corporation, and to align the interests of the executive officers with those of the Corporation's shareholders. The Board of Directors thereby seeks to compensate the executive officers by combining short and long-term cash compensation with long-term equity incentives.

The Corporation has established a pay-for-performance compensation strategy for its executive officers which is weighted toward performance-driven variable compensation. Accordingly, while the Corporation provides competitive base salaries, a significant portion of the overall executive officers' compensation is awarded based upon the Corporation's success in meeting aggressive corporate performance goals and objectives which would typically favourably impact the Corporation's share price.

### ANNUAL COMPENSATION REVIEW PROCESS

Based on recommendations made by the Human Resources and Compensation Committee, the Board of Directors makes decisions regarding base salaries, annual bonuses and equity incentive compensation for the executive officers, and approves corporate goals and objectives relevant to the compensation of the Executive Chairman, the CEO and the other NEOs. The Human Resources and Compensation Committee solicits input from the Executive Chairman and the CEO regarding the performance of the other NEOs. The Human Resources and Compensation Committee also reviews the Corporation's compensation strategies and plans for each fiscal year as well as the results in order to recommend to the Board of Directors the compensation to be awarded to each NEO.

A market review of executive compensation is conducted on an annual basis, and the Human Resources and Compensation Committee assesses findings submitted to it by management of the Corporation. Each component of executive compensation, namely base salary, annual bonus and long-term equity incentives, further described under "Compensation Discussion and Analysis - Compensation Components", is reviewed to ensure that it accurately reflects the market in which the Corporation competes for talent. Adjustments are approved by the Board of Directors if deemed necessary and appropriate and they become effective for the then current fiscal year.

## COMPENSATION CONSULTING SERVICES

During the fiscal year ended January 29, 2017, the Corporation retained the services of Willis Towers Watson (“Towers”) to provide market intelligence on compensation trends and independent advice on executive compensation.

Towers was originally retained by the Corporation in 2014. For the fiscal years ended January 29, 2017 and January 31, 2016, the Corporation was billed the following fees for executive compensation-related services and other services provided by Towers:

	<b>Fiscal Year Ended January 29, 2017</b>	<b>Fiscal Year Ended January 31, 2016</b>
Executive Compensation-Related Fees <sup>(1)</sup>	\$47,435	\$27,019
All Other Fees <sup>(2)</sup>	\$153,063	\$59,963
<b>Total Fees Paid</b>	<b>\$200,498</b>	<b>\$86,982</b>

(1) Including with respect to compensation adjustments for Neil Rossy and Larry Rossy following the leadership transition that took place in May 2016.

(2) Brokerage services provided for group insurance plan review, overhaul and change of service provider.

The services rendered by Towers are not required to be preapproved by the Human Resources and Compensation Committee or by the Board of Directors.

The Human Resources and Compensation Committee has the discretion to retain, at the Corporation’s expense, independent counsel or consultants to advise members on questions concerning executive and/or director compensation. For the fiscal years ended January 29, 2017 and January 31, 2016, the Human Resources and Compensation Committee chose to rely on the knowledge and experience of its members, internal human resources expertise, external market data gathered, at management’s request, by Towers, and recommendations of the Executive Chairman and the CEO to set appropriate levels of compensation for other NEOs.

Towers did not provide services to the Corporation’s directors or executive officers directly.

## COMPARATOR GROUP

In designing and reviewing periodically the Corporation’s compensation policies, the Human Resources and Compensation Committee compares the compensation practices and elements of compensation of the Corporation against those of a comparator group composed of companies sharing activity, scope and/or financial characteristics with the Corporation (the “Comparator Group”). Such exercise aims at assessing the competitiveness of the Corporation’s compensation and ensuring that the Corporation is well positioned to attract and retain the talent required to execute its growth strategy.

The companies that comprise the Comparator Group have revenues comparable to or greater than those of the Corporation and include companies in the retail and distribution industries as well as companies operating in logistics-intensive sectors. The Corporation also considers growth trajectory and geographical presence in the determination of its Comparator Group. The selected companies share similar economic and business challenges as the Corporation and are likely to recruit talent from the same pool of candidates as the Corporation, making relative performance and compensation comparisons meaningful.

The composition of the Comparator Group is reviewed by the Human Resources and Compensation Committee every four years, unless a material change in the Corporation’s profile or in the profile of one or more companies comprising the Comparator Group calls for an earlier review.

The Comparator Group used for the purpose of benchmarking executive compensation awarded for the fiscal year ended January 29, 2017 was composed of the following ten (10) companies:

Alimentation Couche-Tard Inc.	Reitmans (Canada) Limited
Canadian Tire Corporation, Limited	RONA inc.
Empire Company Limited (Sobeys Inc.)	Sears Canada Inc
lululemon athletica, inc.	The Jean Coutu Group (PJC) Inc.
Metro Inc.	The North West Company Inc.

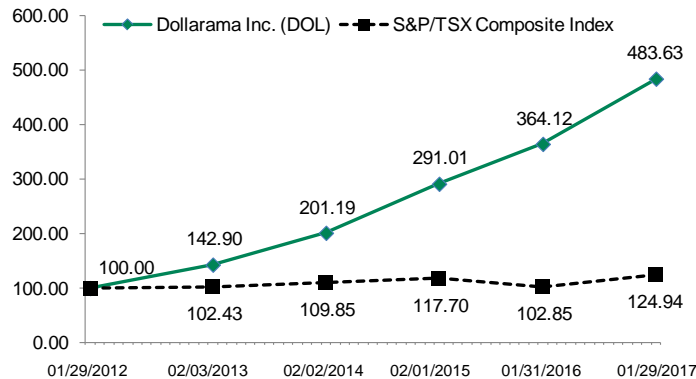
During the fiscal year ended January 29, 2017, the Human Resources and Compensation Committee undertook a comprehensive review of the Comparator Group to increase the group size (which kept being reduced as a result of mergers and acquisitions) and to scrutinize the profile of each company to ensure that the criteria described above in terms of composition were met.

The Comparator Group used for the purpose of benchmarking executive compensation for the current fiscal year ending January 28, 2018 is now composed of the following eleven (11) companies:

Canadian Tire Corporation, Limited	Metro Inc.
Empire Company Limited (Sobeys Inc.)	Reitmans (Canada) Limited
Gildan Activewear Inc.	Sears Canada Inc
Hudson's Bay Company	The Jean Coutu Group (PJC) Inc.
Leon's Furniture Ltd.	The North West Company Inc.
lululemon athletica, inc.	

## PERFORMANCE GRAPH

The following graph illustrates the cumulative total shareholder return ("TSR") of a \$100 investment in the common shares, with dividend reinvestments, compared to the cumulative return on the S&P/TSX Composite Index for the five-year period from January 29, 2012 to January 29, 2017.



	January 29, 2012	February 3, 2013	February 2, 2014	February 1, 2015	January 31, 2016	January 29, 2017
<b>Dollarama TSR</b>	\$100.00	\$142.90	\$201.19	\$291.01	\$364.12	\$483.63
<b>S&amp;P/TSX Composite Index</b>	\$100.00	\$102.43	\$109.85	\$117.70	\$102.85	\$124.94

The trend shown by the graph represents a marked growth in the TSR from January 29, 2012 to January 29, 2017, with the Corporation outperforming the S&P/TSX Composite Index consistently over that period.

Total annual compensation of the five NEOs who were in office at the end of each fiscal year increased by approximately 55% between January 29, 2012 and January 29, 2017, after annualization of the base salary and the annual bonus of NEOs who were not in office for a full fiscal year, mainly because of the

combined effect of base salary increases and option grants made in connection with new hires and under the Annual Grant Plan (as hereinafter defined). Over the same period, the TSR of a \$100 investment in the common shares, with dividend reinvestments, grew 384%.

	January 29, 2012	February 3, 2013	February 2, 2014	February 1, 2015	January 31, 2016	January 29, 2017
<b>NEOs Total Annual Compensation</b>	\$9.23 million <sup>(1)</sup>	\$7.40 million <sup>(1)</sup>	\$11.96 million <sup>(2)</sup>	\$12.36 million <sup>(3)</sup>	\$15.25 million <sup>(4)</sup>	\$14.3 million <sup>(5)</sup>
<b>Dollarama TSR</b>	\$100.00	\$142.90	\$201.19	\$291.01	\$364.12	\$483.63

- (1) Includes total annual compensation for Larry Rossy, Michael Ross, Stéphane Gonthier, Neil Rossy and Geoffrey Robillard.
- (2) Includes total annual compensation for Larry Rossy, Michael Ross, Neil Rossy, Geoffrey Robillard and John Assaly. The timing difference in the annual grant of options from year to year explains in large part the increase in the total annual compensation awarded to NEOs between the fiscal year ended February 3, 2013 (which does not include the value of the January 18, 2012 grant, which was meant to be part of the overall compensation of executive officers for that fiscal year but was included in the previous year's total compensation because of the date of the grant) and the fiscal year ended February 2, 2014 (which includes the value of the April 11, 2013 grant).
- (3) Includes total annual compensation for Larry Rossy, Michael Ross, Neil Rossy, Johanne Choinière (including the Choinière Options granted upon her appointment as COO) and Geoffrey Robillard.
- (4) Includes total annual compensation for Larry Rossy, Michael Ross, Neil Rossy, Johanne Choinière, and Geoffrey Robillard. Of this total, an amount of \$7.72 million represents annual bonuses awarded to NEOs as a result of the exceptional year-over-year EBITDA growth percentage (29.6%), as per the formula set out under "Compensation Components - Annual Bonus" below.
- (5) Includes total annual compensation for Larry Rossy (as CEO until April 30, 2016 and as Executive Chairman starting May 1, 2016), Neil Rossy (as Chief Merchandising Officer until April 30, 2016 and as CEO starting May 1, 2016), Michael Ross, Johanne Choinière and Geoffrey Robillard.

Based on the foregoing, we believe that there was no disconnect between pay and performance at any time during those years.

## COMPENSATION COMPONENTS

The elements composing the Corporation's executive compensation program are determined in accordance with existing market standards and are reviewed against those of the companies comprising the Comparator Group. The elements of the Corporation's executive compensation program consist of the following: base salary, annual bonus and long-term equity incentives. Each element of compensation is described in more detail below.

### Base Salary

Base salaries for NEOs are established based on a range of factors, both quantitative and qualitative. The Human Resources and Compensation Committee generally takes into account the median of compensation levels paid by other companies in the Comparator Group for similar positions. Qualitative factors such as the scope and breadth of an executive officer's role and responsibilities, his or her prior relevant experience, and the overall market demand for such NEO are also taken into account by the Human Resources and Compensation Committee in the determination of base salaries. A NEO's base salary is also assessed in light of the level of the other compensation components to ensure that such executive officer's total compensation is in line with the Corporation's overall compensation philosophy.

Base salaries are reviewed annually to ensure that they continue to reflect individual performance and market conditions, and merit increases or adjustments are made, as deemed appropriate. Under specific circumstances, the Human Resources and Compensation Committee may recommend adjustments as warranted throughout the year for promotions or other changes in the scope or breadth of an executive officer's role or responsibilities.

Before the beginning of the fiscal year ended January 29, 2017, the Human Resources and Compensation Committee benchmarked the total direct compensation packages of the Corporation's NEOs (except Geoffrey Robillard, Senior Vice President, Import Division, whose base salary remained unchanged from that of the previous fiscal year) against compensation packages of individuals acting in similar capacities for companies comprising the Comparator Group. The Human Resources and Compensation Committee concluded that base salaries of the Corporation's NEOs were generally aligned

with the Corporation's performance, were competitive with the market for their respective positions (specifically just below the 50<sup>th</sup> percentile for the CEO, CFO and COO and just above the 50<sup>th</sup> percentile for the CMO), and reflected the individuals' demonstrated capabilities. Therefore, no base salary adjustments were made at the beginning of the fiscal year ended January 29, 2017, other than annual merit increases of 3.2% for the then CEO, CFO, Chief Merchandising Officer and COO, which were within the merit increase range applied to all employees of the Corporation who met expectations during the fiscal year ended January 29, 2017.

In advance of the leadership transition that took place on May 1, 2016, the Human Resources and Compensation Committee reviewed the base salaries of Larry Rossy and Neil Rossy in connection with their respective appointments as Executive Chairman and CEO, and recommended changes to their respective base salaries based on market data provided by Towers for benchmarking purposes, on relevant prior experience as well as the new scope and breadth of the role and responsibilities of each executive. Recommended changes were approved by the Board of Directors and came into effect on May 1, 2016. Further details regarding components of total annual NEO compensation are available in the "Summary Compensation Table" section on page 32 of this Circular.

### **Annual Bonus**

NEOs and certain other members of the management team of the Corporation (collectively, the "Bonus Participants") are eligible to receive an annual incentive cash bonus (the "Bonus"). The employment agreement of each Bonus Participant provides for an annual individual bonus target, established as a percentage of such Bonus Participant's base salary (the "Target Bonus"). With respect to NEOs, the Bonus to be awarded is determined at the end of each fiscal year by the Human Resources and Compensation Committee in accordance with the Executive Officer Compensation Policy, subject to final approval by the Board of Directors.

For the fiscal year ended January 29, 2017, the Board of Directors determined the Bonus to be awarded to each NEO (except Geoffrey Robillard, Senior Vice President, Import Division, whose annual incentive cash bonus remained unchanged from that of the previous fiscal year) based on the following two factors: (i) the Target Bonus and (ii) the Corporation's performance, which is measured against the Bonus EBITDA Target (as hereinafter defined) established by the Human Resources and Compensation Committee for the then current fiscal year. If the Corporation meets the Bonus EBITDA Target, each NEO receives 100% of his or her Target Bonus whereas if the Corporation's performance is below or exceeds such Bonus EBITDA Target, the Bonus to which each NEO is entitled is established based on a sliding scale, as described below.

EBITDA represents operating income, in accordance with generally accepted accounting principles in Canada ("GAAP"), plus amortization and depreciation. EBITDA is a non-GAAP measure, meaning that it does not have a standardized meaning prescribed by GAAP. Nonetheless, it was selected as the reference metric for establishing annual incentive compensation because the Corporation believes that it is an appropriate measure of its operating performance that highlights trends in the core business that may not otherwise be apparent when relying solely on GAAP measures. Furthermore, the Human Resources and Compensation Committee and the Board of Directors believe that EBITDA remains the most appropriate metric to encourage the development of a corporate culture focused on sustained profitability and growth. Refer to the Management Discussion and Analysis of the Corporation for the year ended January 29, 2017, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), for a reconciliation of EBITDA to operating income, the most directly comparable GAAP measure.

For the fiscal year ended January 29, 2017, management set an annual EBITDA target for the Corporation, representing an 11.0% year-over-year increase in EBITDA, and the Human Resources and Compensation Committee decided, as they did for the previous fiscal year, to use the same annual EBITDA target for the purpose of determining Bonuses under the Executive Officer Compensation Policy (the "Bonus EBITDA Target"). The Bonus EBITDA Target was designed to be a stretch objective in order to drive sustainable long-term growth of corporate performance. It was set in order to be attainable only with significant effort. Each year, there is a possibility that payments will not be made at all or will be made at less than 100% of the targeted level. The Human Resources and Compensation Committee has the

discretion to exclude certain extraordinary and non-recurring items from the calculation of the EBITDA for the specific purpose of determining Bonuses to be awarded to Bonus Participants if it determines the circumstances so warrant. No such determination was made for the fiscal year ended January 29, 2017.

As CEO, Neil Rossy has a Target Bonus of 110% of his base salary (the same Target Bonus that Larry Rossy had during his tenure as CEO) whereas the Executive Chairman, CFO and COO have a Target Bonus of 75% of their base salaries. Geoffrey Robillard, Senior Vice President, Import Division, is entitled to an annual bonus representing 50% of his base salary.

The following table describes the key thresholds of the sliding scale used to establish Bonuses to which the Executive Chairman, CEO, CFO and COO were entitled for the fiscal year ended January 29, 2017, based on the percentage of EBITDA growth compared to the fiscal year ended January 31, 2016. The sliding scale is not capped, and the EBITDA growth percentage thresholds remain unchanged from the previous fiscal year.

Year-Over-Year EBITDA Growth	Payout as % of Target Bonus
< 3.0%	0%
11.0%	100%
19.0%	200%
27.0%	300%

The EBITDA for the fiscal year ended January 29, 2017 grew 17.7% compared to the previous fiscal year. Consequently, the Executive Chairman, CEO, CFO and COO received Bonuses representing 184.0% of their respective Target Bonus. See “Compensation Components - Summary Compensation Table” for annual bonuses awarded to each individual. In comparison, for the fiscal year ended January 31, 2016, the EBITDA grew 29.6% compared to the previous fiscal year. Consequently, NEOs received Bonuses representing 333.0% of their respective Target Bonus.

### **Long-Term Equity Incentives**

The Human Resources and Compensation Committee believes that equity-based awards allow the Corporation to reward executive officers for their sustained contributions to the Corporation. Equity-based awards also reward continued employment by an executive officer, with an associated benefit to the Corporation of employee continuity and retention. The Human Resources and Compensation Committee further believes that incentive share options provide management with a strong link to long-term corporate performance and the creation of shareholder value.

The management option plan of the Corporation adopted on October 16, 2009 (the “Option Plan”) allows the Corporation the opportunity to grant options to purchase common shares to executive officers. See “Management Option Plan” for a detailed description of the terms and conditions attaching to options granted under the Option Plan.

On June 8, 2011, the Board of Directors approved an annual option grant plan (the “Annual Grant Plan”) which provides guidelines for annual grants of options to NEOs and other members of the senior management team. The Board of Directors also approved a maximum number of options that may be granted by the Human Resources and Compensation Committee pursuant to the Annual Grant Plan, which corresponded to the maximum number of common shares reserved for issuance under the Option Plan as at June 8, 2011, and delegated to such committee the power to administer and modify, from time to time, the Annual Grant Plan and grant options on an annual basis in accordance with the terms thereof. The first grants under the Annual Grant Plan were made on January 18, 2012. As at April 11, 2017, a total of 4,434,134 options remained issuable under the Option Plan.

Option grants approved on March 29, 2016 are part of the overall compensation of NEOs for the fiscal year ended January 29, 2017 and are included in the total compensation earned by NEOs for such fiscal year. See “Compensation Components - Summary Compensation Table”.

When considering new grants of options, the Human Resources and Compensation Committee takes into account a broad range of factors, including the individual’s position, the scope and breadth of his or her



role and responsibility, his or her ability to affect profits, the value of his or her previous awards and other components of his or her total compensation and the Corporation's general compensation objectives, and aims at maintaining the general alignment with the total direct compensation of the Comparator Group.

### Executive Share Ownership Guidelines

On April 10, 2012, upon recommendation of the Nominating and Governance Committee, the Board of Directors adopted Executive Share Ownership Guidelines applicable to NEOs in order to encourage the alignment of their interests with those of shareholders and to ensure that NEOs are financially committed to the Corporation through personal equity ownership. Within five years following an officer's appointment or designation as NEO or by April 10, 2017, whichever is later, each NEO is expected to accumulate common shares and/or unexercised vested options equal to a multiple (ranging from 1.5 time to 3 times) of his or her annual base salary.

The following table sets forth the compliance by each NEO with the Executive Share Ownership Guidelines as at April 11, 2017.

Equity Ownership as at April 11, 2017								
NEO	Guideline	Common Shares (#)	Market Value of Common Shares <sup>(1)</sup> (\$)	Options <sup>(2)</sup> (#)	Unexercised Vested Options (#)	Value of Vested In-the-Money Options <sup>(1)</sup> (\$)	Total Value of Equity Ownership <sup>(1)</sup> Vested Only (\$)	Total Ownership as Multiple of Base Salary
Larry Rossy Executive Chairman	3x	7,118,290	826,148,737	728,000	456,000	35,138,720	861,287,457	1,323.0x
Neil Rossy CEO	3x	1,071,893	124,403,901	430,000	216,000	15,861,920	140,265,821	175.3x
Michael Ross CFO	1.5x	—	—	—	43,000	2,590,665	2,590,665	5.4x
Johanne Choinière COO	1.5x	22,000	2,553,320	358,000	176,400	11,846,748	14,400,068	28.2x
Geoffrey Robillard Senior Vice President, Import Division	1.5x	680,000	78,920,800	—	—	—	78,920,800	26.3x

(1) Based on the closing price of the common shares (\$116.06) on April 11, 2017.

(2) Including option grants approved on April 7, 2017, which will be included in the "Summary Compensation Table" of the Corporation's 2018 management proxy circular.

Compliance with the Executive Share Ownership Guidelines is reviewed annually by the Nominating and Governance Committee. As at April 11, 2017, all NEOs were in compliance with the Executive Share Ownership Guidelines.

Executive Share Ownership Guidelines also prohibit NEOs from entering into any transaction that would operate as a hedge against such officer's ownership position.

### Executive Compensation Clawback Policy

On April 10, 2012, the Board of Directors adopted an Executive Compensation Clawback Policy concerning performance-based incentive awards. Under the policy, which applies to all executive officers, the Board of Directors may, at its sole discretion, to the full extent permitted by applicable laws and to the extent it determines it is in the Corporation's best interest to do so, require reimbursement of all or a portion of any performance-based incentive compensation received by an executive officer or former executive officer after the date the policy was adopted, if:

- the performance-based incentive compensation was based on the achievement of certain financial results that were subsequently restated;
- the executive officer engaged in intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- the amount of performance-based incentive compensation that would have been awarded to the executive officer would have been lower had the financial results been properly reported.

## Compensation Risk Management

In accordance with its mandate, the Human Resources and Compensation Committee reviewed the Corporation's Executive Officer Compensation Policy for the year ended January 29, 2017 to determine whether it created or incentivized any inappropriate or excessive risk-taking by executive officers.

The Human Resources and Compensation Committee reviewed the list of elements identified in the course of its review at the end of the fiscal year ended January 31, 2016, and confirmed that the elements listed below remained relevant and adequate, in its opinion, as at the end of the fiscal year ended January 29, 2017, to (i) mitigate any incentives for executive officers to take excessive risks and (ii) increase long-term value:

- a well-balanced mix of cash and equity, fixed and performance-based compensation, annual and long-term incentives;
- a strong link between pay and overall performance of the Corporation;
- the involvement of the Human Resources and Compensation Committee in setting and reviewing targets for performance-based compensation;
- an annual market review of executive compensation to ensure continued relevance, effectiveness and alignment with the Corporation's compensation objectives;
- the use of EBITDA as a performance metric, a measure that is aligned with the Corporation's business strategy and the creation of shareholder value;
- the use of a stretch Bonus EBITDA Target approved by the Human Resources and Compensation Committee at the beginning of the relevant fiscal year against which actual results are measured at the end of the relevant fiscal year to determine annual incentive compensation;
- the use of a sliding scale to grant incentive compensation (as opposed to an all-or-nothing proposition with a hard threshold);
- policies and practices that are generally applied on a consistent basis to all executive officers;
- a five-year vesting period applicable to all options granted by the Corporation, which keeps optionees focused on long-term performance and encourages retention;
- the fact that the Corporation's Insider Trading Policy prohibits insiders (which include, among others, the Corporation's directors and NEOs) from engaging in short-selling, trading of puts or calls of common shares or any other type of equity monetization procedure;
- Executive Share Ownership Guidelines, which require NEOs to hold and maintain a meaningful equity ownership in the Corporation and also prohibit any hedging of equity-based compensation;
- an Executive Compensation Clawback Policy, which allows the Corporation to recover compensation paid to executive officers on the basis of intentional misconduct or fraud that caused or partially caused the need to restate financial results; and
- the fact that employment agreements of executive officers do not provide excessive severance payments in case of termination.

As mentioned earlier, incentive compensation is awarded based on the level of attainment of the Bonus EBITDA Target established by the Human Resources and Compensation Committee at the beginning of the fiscal year. Except in very exceptional and unforeseen circumstances (which have not occurred during the fiscal year ended January 29, 2017), neither the Human Resources and Compensation Committee nor the Board of Directors will exercise discretion, either to award compensation absent attainment of the relevant performance goal or to reduce or increase the size of any award or payout.

Following its annual risk evaluation, the Human Resources and Compensation Committee concluded that the Executive Officer Compensation Policy is designed and administered with the appropriate balance of risk and reward, does not encourage executive officers to take inappropriate or excessive risks, does not create risks that are reasonably likely to have a material adverse effect on the Corporation and ultimately contributes to align the interests of executive officers, the Corporation and the shareholders.

## SUMMARY COMPENSATION TABLE

The following table sets out information concerning the compensation paid by the Corporation to the NEOs for the fiscal years ended January 29, 2017, January 31, 2016 and February 1, 2015.

Name and Principal Position	Fiscal Year Ended	Base Salary (\$)	Share-Based Awards (\$)	Option-Based Awards <sup>(6)</sup> (\$)	Non-Equity Incentive Plan Compensation	Pension Value (\$)	All Other Compensation <sup>(12)</sup> (\$)	Total Compensation (\$)
					Annual Incentive Plan <sup>(7)</sup> (\$)			
Larry Rossy <sup>(1)</sup> Executive Chairman	Jan. 29, 2017	698,143 <sup>(3)</sup>	—	1,512,800	1,098,609 <sup>(8)</sup>	— <sup>(11)</sup>	—	3,309,552
	Jan. 31, 2016	813,540	—	1,393,000	2,979,997	— <sup>(11)</sup>	—	5,186,537
	Feb. 1, 2015	782,250	—	1,000,000	1,239,084	— <sup>(11)</sup>	—	3,021,334
Neil Rossy <sup>(1)</sup> CEO	Jan. 29, 2017	739,929 <sup>(4)</sup>	—	1,891,000	1,407,502 <sup>(9)</sup>	15,423	—	4,053,854
	Jan. 31, 2016	542,360	—	696,500	1,354,544	3,000	—	2,596,404
	Feb. 1, 2015	521,500	—	400,000	563,220	3,000	—	1,487,720
Michael Ross CFO	Jan. 29, 2017	475,758	—	756,400	656,546	13,834	—	1,902,538
	Jan. 31, 2016	461,006	—	557,200	1,151,362	3,000	—	2,172,568
	Feb. 1, 2015	443,275	—	400,000	478,737	3,000	—	1,325,012
Johanne Choinière <sup>(2)</sup> COO	Jan. 29, 2017	509,808	—	756,400	703,535	13,916	—	1,983,659
	Jan. 31, 2016	494,000	—	557,200	1,233,765	3,000	—	2,287,965
	Feb. 1, 2015	347,225 <sup>(5)</sup>	—	2,088,640 <sup>(2)</sup> 390,400 <sup>(2)</sup>	563,000 <sup>(10)</sup>	3,000	—	3,392,265
Geoffrey Robillard Senior Vice President, Import Division	Jan. 29, 2017	2,000,000	—	—	1,000,000	21,223	—	3,021,223
	Jan. 31, 2016	2,000,000	—	—	1,000,000	3,000	—	3,003,000
	Feb. 1, 2015	2,000,000	—	—	1,000,000	3,000	—	3,003,000

- (1) Larry Rossy was appointed Executive Chairman concurrently with the appointment of Neil Rossy as CEO, effective May 1, 2016. This planned leadership transition resulted in changes to their respective base salaries to reflect the new scope and breadth of the role and responsibilities of each executive.
- (2) Johanne Choinière was appointed COO, effective May 12, 2014. On April 11, 2014, the Corporation entered into an employment agreement, effective May 12, 2014, and two option agreements with Ms. Choinière, which provided for a base salary of \$475,000, an annual bonus with a target of 75% of the base salary set against the achievement of certain corporate performance metrics, an option to purchase 214,000 common shares at an exercise price of \$44.39 granted in connection with her appointment and employment with the Corporation as COO (the "Choinière Options"), an option to purchase 40,000 common shares at an exercise price of \$44.39 granted under the Annual Grant Plan as well as a one-time signing and retention bonus payment of \$50,000.
- (3) Represents the base salary effectively received by Larry Rossy during the fiscal year ended January 29, 2017, as CEO until April 30, 2016 (prorated, based on an annualized base salary of \$839,573) and as Executive Chairman starting May 1, 2016 (prorated, based on an annualized base salary of \$651,000).
- (4) Represents the base salary effectively received by Neil Rossy during the fiscal year ended January 29, 2017, as Chief Merchandising Officer until April 30, 2016 (prorated, based on an annualized base salary of \$559,716) and as CEO starting May 1, 2016 (prorated, based on an annualized base salary of \$800,000).
- (5) Represents the base salary effectively received by Johanne Choinière between May 12, 2014, the effective date of her appointment as COO, and February 1, 2015. The annualized salary earned by Johanne Choinière during the fiscal year ended February 1, 2015 corresponds to \$475,000.
- (6) The value indicated in the table above reflects the estimated fair value of the options on their respective date of grant. It does not represent cash received by the optionees, and the actual value realized upon the future vesting and exercise of such options may be greater or less than the grant date fair value indicated in the table above. The grant date fair value of the options was estimated using the Black-Scholes option pricing model with the following assumptions:

Assumptions	Mar. 29, 2016 Grant	Mar. 24, 2015 Grant	Apr. 11, 2014 Grant "Choinière Options"	Apr. 8, 2014 Grant
Risk-free interest rate	0.83%	0.88%	1.85%	1.94%
Expected life	6.3 years	6.3 years	6.4 years	6.4 years
Expected volatility	20.7%	19.3%	20.12%	20.12%
Dividend yield	0.44%	0.48%	0.72%	0.65%
<b>Grant Date Fair Value (per option)</b>	<b>\$18.91</b>	<b>\$13.93</b>	<b>\$9.76</b>	<b>\$10.00</b>

The Black-Scholes model is used to estimate option fair values because it is the most commonly used share-based award pricing model and is considered to produce a reasonable estimate of fair value. There is no difference between the fair value of the award on the date of grant and the fair value determined in accordance with IFRS 2, Share-based Payment calculated by use of the Black-Scholes option pricing model.

- (7) This column lists the annual incentive cash bonus awarded to each NEO for the services rendered in the reporting fiscal year, which annual incentive cash bonus was paid in the fiscal year following the reporting fiscal year.
- (8) Larry Rossy's annual incentive cash bonus was calculated based on a target bonus of 110% of his base salary as CEO until April 30, 2016 and based on a target bonus of 75% of his base salary as Executive Chairman starting May 1, 2016.
- (9) Neil Rossy's annual incentive cash bonus was calculated based on a target bonus of 75% of his base salary as Chief Merchandising Officer until April 30, 2016 and based on a target bonus of 110% of his base salary as CEO starting May 1, 2016.
- (10) Represents the annual incentive cash bonus in the amount of \$513,000 awarded to Johanne Choinière for the services rendered during the fiscal year ended February 1, 2015 (which was paid for the full year, without proration, as per the terms of her employment agreement) as well as the \$50,000 one-time signing and retention bonus, as per the terms of her employment agreement.
- (11) Contribution rights under the Pension Plan (defined hereinafter) expire at age 72.
- (12) For the fiscal years ended January 29, 2017, January 31, 2016 and February 1, 2015, none of the NEOs were entitled to perquisites or other personal benefits which, in the aggregate, represented over \$50,000 or over 10% of their total salary.

## MANAGEMENT OPTION PLAN

A total of 14,538,386 common shares were set aside and reserved for allotment for the purpose of the Option Plan (the "Total Reserve") as at October 16, 2009. As at April 11, 2017, an aggregate of 10,104,252 options had been issued under the Option Plan, of which 2,215,700 remained outstanding, representing 1.9% of the issued and outstanding common shares on a non-diluted basis. As at such date, a total of 4,434,134 options remained issuable under the Option Plan, representing 3.9% of the issued and outstanding common shares on a non-diluted basis.

Under the Option Plan, options may be granted to the Corporation's employees, officers and directors. The Option Plan is administered by the Human Resources and Compensation Committee, which approves on an annual basis option grants under the Option Plan and the Annual Grant Plan, in the context of the Corporation's overall executive compensation program and its incentive and retention objectives previously described. The following discussion is qualified in its entirety by the text of the Option Plan, which can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Pursuant to the terms of the Option Plan, the aggregate number of common shares (i) reserved for issuance at any time to any one optionee shall not exceed 5% of the issued and outstanding common shares at such time, (ii) issued to any one insider and his/her associates under the Option Plan or any other proposed or established share compensation arrangement of the Corporation within any one-year period shall not exceed 5% of the issued and outstanding common shares, (iii) issued to insiders and their associates under the Option Plan or any other proposed or established share compensation arrangement within any one-year period shall not exceed 5% of the issued and outstanding common shares and (iv) issuable to insiders and their associates at any time under the Option Plan or any other proposed or established share compensation arrangement shall not exceed 5% of the issued and outstanding common shares.

Unless otherwise determined by the Board of Directors, options vest and become exercisable over a five-year period, as to twenty percent (20%) of the options on each anniversary of the date of grant, commencing on the first anniversary of the date of grant.

All options granted have an exercise price determined and approved by the Board of Directors at the time of grant, which shall not be less than the market value of the common shares at such time. For purposes of the Option Plan, the market value of the common shares shall be: (i) if the grant is made during a black-out period (a period self-imposed by the Corporation during which designated employees cannot trade the securities of the Corporation), the volume weighted average trading price of the common shares on the TSX for the five trading day period following the last day of such black-out period, and (ii) if the grant is made outside a black-out period, the volume weighted average trading price of the common shares on the TSX for the five trading day period ending on the last trading day before the day on which the options are granted.

Subject to any accelerated termination as set forth under the Option Plan, options expire and are cancelled on the tenth (10<sup>th</sup>) anniversary of the date of grant, unless the expiry date falls within a black-out period or within nine business days after the end of such black-out period, in which case such expiration date will be automatically extended without any further act or formality to that date which is the tenth (10<sup>th</sup>) business day after the end of such black-out period.

Unless otherwise determined by the Board of Directors in its discretion at any time prior to or after the following events and in any option agreement, the right to exercise vested options granted pursuant to the Option Plan will expire on the earliest to occur of the following: (a) the date on which the exercise period of the options expire, (b) 365 days from the date of the optionee's death, (c) 90 days from the date of the optionee's disability or retirement, (d) 30 days from the termination of the optionee's employment or term of office without cause, and (e) the date on which of the optionee's employment or term of office is terminated for cause by the Corporation or voluntarily by the optionee. For greater certainty, any options that were not exercisable at the time of occurrence of events contemplated above immediately expire and are cancelled on such date.

The Board of Directors may advance the date on which any option may be exercised notwithstanding the vesting schedule set forth in such option, regardless of any adverse or potentially adverse tax consequences resulting from such acceleration or, subject to applicable regulatory provisions and shareholder approval, extend the exercise period of any option, provided that the period during which an option is exercisable does not exceed 10 years from the date such option is granted or such later date as provided under the Option Plan in case of an extension due to a black-out period.

Except as provided under the Option Plan in the case of an optionee's death or disability or as otherwise specifically provided in an option agreement approved by the Board of Directors, options granted under the Option Plan may only be exercised during the lifetime of an optionee by such optionee personally. No sale, assignment, encumbrance or other transfer of options, whether voluntary, involuntary, by operation of law or otherwise (other than upon the death of an optionee), vests any interest or right in such options whatsoever in any assignee or transferee (except that an optionee may transfer options to registered retirement savings plans or registered retirement income funds of which the optionee is the annuitant and to a corporation in respect of which the optionee is the sole shareholder) and immediately upon any assignment or transfer, or any attempt to make the same, such options will terminate and be of no further force or effect.

Except as otherwise set forth in any option agreement, in the event of any change of control transaction in which there is an acquiring or surviving entity, the Board of Directors may provide for substitute or replacement options of similar value from, or the assumption of outstanding options by, the acquiring or surviving entity or one or more of its affiliates, any such substitution, replacement or assumption to be on such terms as the Board of Directors in good faith determines; provided, however, that in the event of a change of control transaction the Board of Directors may take, as to any outstanding option, any one or more of the following actions:

- provide that any or all options shall thereupon terminate, provided that any such outstanding options that have vested shall remain exercisable until consummation of such change of control;
- make any outstanding option exercisable in full.

For purposes of the Option Plan, a change of control means the occurrence of (a) any transaction or series of related transactions, whether or not the Corporation is a party thereto, after giving effect to which in excess of fifty percent (50%) of the Corporation's voting power is owned directly, or indirectly through one or more entities, by any person and its affiliates; or (b) a sale, lease or other disposition of all or substantially all of the assets of the Corporation, other than in connection with an internal reorganization.

Notwithstanding anything to the contrary contained in the Option Plan or in any option agreement, in the event of a change of control, a reorganization of the Corporation, an amalgamation of the Corporation, an arrangement involving the Corporation, a take-over bid (as such term is defined in the *Securities Act* (Québec)) for all of the common shares or the sale or disposition of all or substantially all of the property and assets of the Corporation, the Board of Directors may make such provision for the protection of the rights of the optionees as the Board of Directors in its discretion considers appropriate in the circumstances, including, changing the vesting conditions of the options and the date on which any option expires.

The Option Plan also provides that appropriate adjustments, if any, will be made by the Board of Directors in connection with a reclassification, reorganization or other change of shares, consolidation, distribution, merger or amalgamation (in each case, a "Change in Capitalization"), in order to maintain the optionees' economic rights in respect of their options in connection with such Change in Capitalization, including adjustments to the exercise price or the number of common shares to which an optionee is entitled upon exercise of options, or permitting the immediate exercise of any outstanding options that are not otherwise exercisable.

The Board of Directors may amend the Option Plan or any option at any time without the consent of the optionees provided that such amendment shall (i) not adversely alter or impair any option previously granted except as permitted pursuant to certain adjustments as provided under the Option Plan, (ii) be subject to any regulatory approvals including, where required, the approval of the TSX, and (iii) be subject

to shareholder approval, where required by law or the requirements of the TSX, provided however that shareholder approval shall not be required for the following amendments and the Board of Directors may make any changes which may include but are not limited to:

- amendments of a “housekeeping” nature;
- a change to the provisions of any option governing vesting, assignability and effect of termination of an optionee’s employment or cessation of an optionee’s term of office;
- the introduction or amendment of a cashless exercise feature payable in cash or in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the Total Reserve;
- the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted;
- a change to advance the date on which any option may be exercised under the Option Plan;
- a change to the eligible participants of the Option Plan, including a change which would have the potential of broadening or increasing participation by insiders;
- the addition of a deferred or restricted share unit or any other provision which results in optionees receiving securities while no cash consideration is received by the Corporation.

In addition, the Board of Directors may, subject to regulatory approval, discontinue the Option Plan at any time without the consent of the optionees provided that such discontinuance shall not materially and adversely affect any options previously granted under the Option Plan.

For greater certainty, the Board of Directors shall be required to obtain shareholder approval to make the following amendments:

- any change to the maximum number of common shares issuable from treasury under the Option Plan, including an increase to the fixed maximum number of common shares or a change from a fixed maximum number of common shares to a fixed maximum percentage, other than an adjustment as provided under the Option Plan;
- any amendment which reduces the exercise price of any option after the options have been granted or any cancellation of an option and the substitution of that option by a new option with a reduced price, except in the case of an adjustment as provided under the Option Plan;
- any amendment which extends the exercise period of any option beyond the original exercise period, except in case of an extension due to a black-out period;
- any amendment which would permit any option granted under the Option Plan to be transferable or assignable by any optionee other than as allowed under the Option Plan;
- any amendment which increases the maximum number of common shares that may be issued to (i) insiders and their associates, or (ii) any one insider and his/her associates under the Option Plan or any other proposed or established share compensation arrangement of the Corporation in a one-year period, except in case of an adjustment as provided under the Option Plan;
- any amendment to the amendment provisions of the Option Plan;

provided that common shares held directly or indirectly by insiders benefiting from the amendments shall be excluded when obtaining such shareholder approval.

## INCENTIVE PLAN AWARDS

### Outstanding Option-Based Awards and Share-Based Awards

The following table summarizes for each NEO the number of options outstanding under the Option Plan at the end of the fiscal year ended January 29, 2017.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options <sup>(1)</sup> (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)	Market or Payout Value of Vested Share-Based Awards not Paid out or Distributed (\$)
Larry Rossy	100,000	21.75	January 18, 2022	7,767,000	—	—	—
Executive Chairman	300,000	36.065	April 11, 2023	19,006,500	—	—	—
	100,000	44.39	April 8, 2024	5,503,000	—	—	—
	100,000	71.03	March 24, 2025	2,839,000	—	—	—
	80,000	90.59	March 29, 2026	706,400	—	—	—
Neil Rossy	40,000	21.75	January 18, 2022	3,106,800	—	—	—
CEO	140,000	36.065	April 11, 2023	8,869,700	—	—	—
	40,000	44.39	April 8, 2024	2,201,200	—	—	—
	50,000	71.03	March 24, 2025	1,419,500	—	—	—
	100,000	90.59	March 29, 2026	883,000	—	—	—
Michael Ross	8,000	14.825	April 21, 2021	676,760	—	—	—
CFO	8,000	21.75	January 18, 2022	621,360	—	—	—
	84,000	36.065	April 11, 2023	5,321,820	—	—	—
	32,000	44.39	April 8, 2024	1,760,960	—	—	—
	32,000	71.03	March 24, 2025	908,480	—	—	—
	40,000	90.59	March 29, 2026	353,200	—	—	—
Johanne Choinière	214,000 <sup>(2)</sup>	44.39	April 11, 2024	11,776,420	—	—	—
COO	40,000 <sup>(3)</sup>	44.39	April 11, 2024	2,201,200	—	—	—
	40,000	71.03	March 24, 2025	1,135,600	—	—	—
	40,000	90.59	March 29, 2026	353,200	—	—	—
Geoffrey Robillard	—	—	—	—	—	—	—
Senior Vice President, Import Division							

(1) Based on the closing price of the common shares (\$99.42) on January 27, 2017, being the last trading day of the fiscal year ended January 29, 2017.

(2) On April 11, 2014, the Corporation entered into an employment agreement, effective May 12, 2014, and an option agreement with Johanne Choinière whereby the Corporation granted her, concurrently with her appointment and employment with the Corporation as COO, an option to purchase 214,000 common shares at an exercise price of \$44.39 per option (the "Choinière Options"). The Choinière Options have a term of 10 years from the date of the grant and vest and become exercisable in equal installments on the first, second, third, fourth and fifth anniversaries of the date of the grant. The other terms and conditions relating to the exercise of the Choinière Options are governed by the provisions of the Option Plan. As at April 11, 2017, the common shares relating to the Choinière Options represented 0.19% of the aggregate number of issued and outstanding common shares, on a non-diluted basis.

(3) On April 11, 2014, the Corporation also entered into a second option agreement with Johanne Choinière whereby the Corporation granted her an option to purchase 40,000 common shares at an exercise price of \$44.39 per option under the Annual Grant Plan.

## Incentive Plan Awards – Value Vested or Earned During the Fiscal Year

The following table provides a summary of the value of option-based and share-based awards vested or of non-equity incentive plan compensation earned during the Corporation's fiscal year ended January 29, 2017.

Name	Option-Based Awards – Value Vested During the Fiscal Year <sup>(1)</sup> (\$)	Share-Based Awards – Value Vested During the Fiscal Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Fiscal Year (\$)
Larry Rossy Executive Chairman	5,771,100	—	1,098,609
Neil Rossy CEO	2,536,240	—	1,407,502
Michael Ross CFO	3,118,020	—	656,546
Johanne Choinière COO	2,323,816	—	703,535
Geoffrey Robillard Senior Vice President, Import Division	—	—	1,000,000

(1) Calculated as the difference between the market price of the common shares on the date of vesting and the exercise price payable in order to exercise the options.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

Each of Larry Rossy, Neil Rossy, Michael Ross, Geoffrey Robillard and Johanne Choinière entered into an executive employment agreement with Dollarama L.P., the entity that operates the Dollarama business. These agreements provide for, among other things, the continuation of the executives' employment for an indeterminate term in accordance with applicable law, as well as their base salary and bonus entitlement in the event of termination without cause or constructive termination.

The employment agreements provide that Dollarama L.P. may terminate the employment of Larry Rossy, Neil Rossy, Michael Ross and Johanne Choinière without cause, by providing each of them with a written notice of termination of employment of 24 months or termination pay in lieu of notice representing the executive's base salary for 24 months, payable by way of salary continuance or in a lump sum payment, at the sole discretion of Dollarama L.P. The agreements also provide that in the event of the constructive termination of Larry Rossy, Neil Rossy, Michael Ross or Johanne Choinière, Dollarama L.P. shall pay to the executive a payment representing the executive's base salary for 24 months, payable by way of salary continuance or in a lump sum payment, at the sole discretion of Dollarama L.P. The employment agreement of Geoffrey Robillard provides that, in the event his employment is terminated by Dollarama L.P. without cause, or in the event of constructive termination, Dollarama L.P. shall pay to Geoffrey Robillard an aggregate amount of \$1,000,000 as an indemnity of termination, payable over a period of three years in equal quarterly instalments.

Larry Rossy, Neil Rossy, Michael Ross, Johanne Choinière and Geoffrey Robillard are also entitled to receive, in the event of a termination without cause or constructive termination, the portion of the annual bonus earned for the fiscal year in which the date of termination occurs, prorated for the time of the NEO's employment during the relevant fiscal year and calculated based on the annual bonus formula, once the actual year-over-year EBITDA growth becomes known. These termination payments are conditional upon the executive (i) continuing to fulfill the remainder of his or her contractual obligations towards Dollarama L.P. and (ii) signing a release of any and all claims related to his or her employment or the termination thereof.



The employment agreements of Larry Rossy, Neil Rossy, Michael Ross and Johanne Choinière also provide for certain restrictive covenants that continue to apply following the termination of the executive's employment, including an obligation of non-disclosure of confidential information, assignment of intellectual property rights, and non-competition, non-solicitation of suppliers and non-solicitation of employees covenants effective for a period of 24 months following the executive's termination of employment. The employment agreement of Geoffrey Robillard provides that the non-competition, non-solicitation of suppliers and non-solicitation of employee restrictions shall continue to apply for a period of three years following the termination of his employment. In consideration of the non-competition covenant undertaken by Geoffrey Robillard, in the event that his employment is terminated by Dollarama L.P. without cause, or in the event of his constructive termination, Dollarama L.P. shall pay to Geoffrey Robillard an additional aggregate amount of \$2,000,000, payable over a period of three years in equal quarterly instalments.

Under their respective employment agreements and assuming that the termination without cause or constructive termination occurred on January 27, 2017, the last business day of the Corporation's fiscal year ended January 29, 2017, the NEOs would be entitled to receive potential incremental payouts representing approximately \$2,200,380 for Larry Rossy, \$3,219,200 for Neil Rossy, \$1,608,062 for Michael Ross, \$1,723,151 for Johanne Choinière and \$4,000,000 for Geoffrey Robillard.

Upon termination without cause or constructive termination, the vested options held by a NEO at the date of termination continue to be exercisable by the NEO until the earlier of (i) the date that is 30 days after the date of termination and (ii) the date which is ten (10) years from the date of the grant. Assuming that the termination occurred on January 27, 2017, the last business day of the Corporation's fiscal year ended January 29, 2017, the NEOs would be entitled to receive, upon exercise of their options, amounts representing \$21,939,900 for Larry Rossy, \$9,593,000 for Neil Rossy, \$3,512,300 for Michael Ross and \$5,818,168 for Johanne Choinière. Geoffrey Robillard did not hold any options as at January 27, 2017.

The actual amounts to be paid out under any of the scenarios can only be determined at the time of the NEO's actual separation from the Corporation, and the Human Resources and Compensation Committee has the discretion to recommend to the Board of Directors the payment of additional benefits to executives upon termination if it determines the circumstances so warrant.

## PENSION BENEFITS

The NEOs participate in the pension plan of the Corporation, a registered defined contribution plan (the "Pension Plan").

Until the end of the fiscal year ended January 31, 2016, the Corporation matched an eligible employee's contribution to the Pension Plan, up to a maximum of \$3,000 per year. Amendments were then made to the Pension Plan and, effective March 1, 2016, the maximum possible contribution rate under the Pension Plan was increased from 3% to 5% of base earnings for all eligible employees, including NEOs, and the Corporation now matches contributions on a dollar for dollar basis, up to the registered retirement savings plan's deduction limit established by the Canada Revenue Agency. All eligible NEOs chose the maximum applicable contribution rate for the fiscal year ended January 29, 2017.

The table below provides a summary of benefits payable to the NEOs at, following or in connection with retirement pursuant to the Pension Plan as at January 29, 2017.

Name	Accumulated Value at Start of Fiscal Year (\$)	Compensatory (\$)	Accumulated Value at End of Fiscal Year <sup>(1)</sup> (\$)
Larry Rossy Executive Chairman	— <sup>(2)</sup>	—	—
Neil Rossy CEO	54,035	15,423	86,222

Name	Accumulated Value at Start of Fiscal Year (\$)	Compensatory (\$)	Accumulated Value at End of Fiscal Year <sup>(1)</sup> (\$)
Michael Ross CFO	45,389	13,834	73,670
Johanne Choinière COO	14,261	13,916	41,878
Geoffrey Robillard Senior Vice President, Import Division	56,199	21,223	87,600

- (1) Includes both compensatory and non-compensatory amounts (the latter representing employee contributions and regular investment earnings on employer and employee contributions, as applicable).
- (2) Contribution rights under the Pension Plan expire at age 72, and Larry Rossy elected to withdraw his accumulated value before the end of the fiscal year ended February 2, 2014, before reaching the age limit.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides a summary, as at January 29, 2017, of the security-based compensation plans or individual compensation arrangements pursuant to which equity securities of the Corporation may be issued.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in the first column)
Equity Compensation Plans Approved by Securityholders: Option Plan	2,358,000	\$51.25	4,683,134
Individual Compensation Arrangements not Approved by Securityholders: "Choinière Options" <sup>(1)</sup>	214,000	\$44.39	N/A
<b>Total</b>	<b>2,572,000</b>		

- (1) On April 11, 2014, the Corporation entered into an employment agreement, effective May 12, 2014, and an option agreement with Johanne Choinière whereby the Corporation granted the Choinière Options to Johanne Choinière, concurrently with her appointment and employment with the Corporation as COO. The Choinière Options have a term of 10 years from the date of the grant and vest and become exercisable in equal installments on the first, second, third, fourth and fifth anniversaries of the date of the grant. The terms and conditions relating to the exercise of the Choinière Options are governed by the provisions of the Option Plan. As at April 11, 2017, the common shares relating to the Choinière Options represented 0.19% of the aggregate number of issued and outstanding common shares, on a non-diluted basis.

A maximum of 14,538,386 common shares may be issued under the Option Plan. As at April 11, 2017, an aggregate of 10,104,252 options had been issued under the Option Plan, of which 2,215,700 remained outstanding, representing 1.9% of the issued and outstanding common shares on a non-diluted basis. As at such date, a total of 4,434,134 options remained issuable under the Option Plan, representing 3.9% of the issued and outstanding common shares on a non-diluted basis.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, former directors, former executive officers or former employees of the Corporation or any of its subsidiaries, and none of their associates, is or has, at any time since the beginning of the most recently completed fiscal year, been indebted to the Corporation or any of its subsidiaries or another entity, where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by the Corporation or any of its subsidiaries, except for routine indebtedness.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Any transaction between the Corporation on the one hand and a related party, such as directors, officers, holders of 10% or more of the voting securities and their affiliates and associates, the immediate family members of any of the foregoing persons and any other persons whom the Board of Directors determines may be considered a related party, on the other hand, is reviewed and approved by the Board of Directors. Prior to any such review and approval, the material facts as to the related party's relationship or interest in the transaction are disclosed to the Audit Committee, which then makes a recommendation to the Board of Directors, and the transaction is not considered approved unless a majority of the directors who have no interest in the transaction approve the transaction.

The Corporation currently leases 20 stores, five warehouses, its distribution center and its head office from entities controlled by Larry Rossy, the Corporation's Executive Chairman, or certain members of his immediate family pursuant to long-term lease agreements. Expenses associated with related-party leases and other arrangements are established at market terms and represented an aggregate amount of approximately \$18.1 million for the fiscal year ended January 29, 2017. Such transactions have been approved by the Board of Directors following the recommendation of the Audit Committee in accordance with the process described above and the Corporation believes that each of such transactions was made on terms no less favorable to the Corporation than could have been otherwise obtained from unaffiliated third parties.

## CORPORATE GOVERNANCE

### BOARD OF DIRECTORS

#### Independence

The Board of Directors is comprised of ten directors, seven of which are independent as at April 11, 2017. Pursuant to National Instrument 52-110 – *Audit Committees*, as amended from time to time ("NI 52-110"), an independent director is one who is free from any direct or indirect relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The following table indicates the status of each director in terms of independence as at the date of this Circular.

Name	Status		Reason for Non-Independence
	Independent	Not Independent	
<b>Larry Rossy</b> Executive Chairman of the Board of Directors		✓	Larry Rossy is the Executive Chairman of the Corporation.
<b>Joshua Bekenstein</b> Member of the Human Resources and Compensation Committee Member of the Nominating and Governance Committee	✓		
<b>Gregory David</b>		✓ <sup>(1)</sup>	Gregory David is not considered independent due to his relationship with Larry Rossy, Neil Rossy and other members of the current or former management. He is Chief Executive Officer of GRI Capital Inc., a holding company controlled by Larry Rossy.
<b>Elisa D. Garcia C.</b> Member of the Nominating and Governance Committee	✓		

Name	Status		Reason for Non-Independence
	Independent	Not Independent	
<b>Stephen Gunn</b> Lead Director Chair of the Nominating and Governance Committee Member of the Audit Committee Member of the Human Resources and Compensation Committee	✓		
<b>Nicholas Nomicos</b> Chair of the Human Resources and Compensation Committee	✓		
<b>Neil Rossy</b> President and Chief Executive Officer		✓	Neil Rossy is the CEO of the Corporation.
<b>Richard Roy</b> Member of the Audit Committee	✓		
<b>John J. Swidler</b> Chair of the Audit Committee	✓		
<b>Huw Thomas</b> <sup>(2)</sup>	✓ <sup>(3)</sup>		
<b>Total</b>	<b>7</b>	<b>3</b>	

- (1) Gregory David may not be considered independent within the meaning of NI 52-110. However, the Board of Directors does not view his relationship with members of management as impairing the ability of the Board of Directors to act independently of management or to act in the best interests of the Corporation.
- (2) Huw Thomas stepped down from the Audit Committee and the Nominating and Governance Committee effective March 30, 2017.
- (3) Huw Thomas is considered independent within the meaning of NI 52-110. Considering that Huw Thomas serves as the Chief Executive Officer of SmartREIT, an entity from which the Corporation leases a number of stores, the Board of Directors expressly reviewed his independent status to conclude that the commercial relationship between SmartREIT and the Corporation could not reasonably be expected to interfere with Mr. Thomas's exercise of his independent judgment and his ability to act in the best interests of the Corporation. The determination of the Board of Directors was based, among other factors, on the following facts: (i) Dollarama L.P.'s contribution to the total gross rental revenues of SmartREIT is not material and represented only 1.6% of the total gross rental revenues of SmartREIT as at December 31, 2016, (ii) Huw Thomas has no involvement in the negotiation of leases on behalf of SmartREIT, as landlord, or in their approval by Dollarama L.P., as tenant, especially since individual leases are not subject to approval by the Board of Directors for the Corporation, (iii) leases are negotiated by management of Dollarama and entered into in the normal course of business, with rental expenses and other lease conditions being established at market terms, and (iv) the leases entered into between the Corporation and SmartREIT do not differ in any material respects from the leases entered into by the Corporation with other major landlords in Canada.

The Corporation has implemented adequate structures and processes which permit the Board of Directors to function independently of the management of the Corporation. The Board of Directors maintains the exercise of independent supervision over management by encouraging open and candid discussion from independent directors.

Any independent director may, at any time, call a meeting or request an *in camera* portion of a board or committee meeting at which non-independent directors and members of management are not present. An *in camera* session is scheduled as part of every meeting of the Board of Directors and its committees to allow independent directors to meet without non-independent directors and members of management, as necessary. For the fiscal year ended January 29, 2017, the Audit Committee held four *in camera* sessions and the Human Resources and Compensation Committee held one *in camera* sessions.

As the Executive Chairman is not an independent director, Stephen Gunn, one of the independent directors, has been appointed as Lead Director in order to ensure appropriate leadership for the independent directors. The primary responsibilities of the Lead Director are to (i) ensure that appropriate structures and procedures are in place so that the Board of Directors may function independently of the management of the Corporation and (ii) lead the process by which independent directors seek to ensure that the Board of Directors represents and protects the interests of all shareholders. See "Position Descriptions" for further detail on the respective roles of the Chairman and the Lead Director.

## Skills

Each director has a wealth of experience in senior executive leadership and strategic planning and, collectively, directors possess the skills and expertise that enable the Board of Directors to carry out its responsibilities.

The skills matrix set out below is used to assess the overall strengths of directors and to assist in the ongoing renewal process of the Board of Directors. Although the directors have a breadth of experience in many areas, the skills matrix below lists four (4) industry-specific expertises and eight (8) general business competencies determined by the Board of Directors as being important to the Corporation, and highlights five (5) key skills for each director. This matrix is not intended to be an exhaustive list of each director's skills.

	J. Bekenstein	G. David	E. Garcia	S. Gunn <sup>(1)</sup>	N. Nomicos <sup>(1)</sup>	L. Rossy	N. Rossy	R. Roy <sup>(1)</sup>	J. Swidler <sup>(1)</sup>	H. Thomas <sup>(1)</sup>
<b>TOP FIVE SKILLS</b>										
<b>Industry-Specific Expertise</b>										
Retail industry	✓	✓	✓	✓	✓	✓	✓			✓
Distribution, warehousing and logistics					✓	✓	✓	✓		
International sourcing						✓	✓			
Real estate		✓				✓				✓
<b>General Business Competencies</b>										
Senior executive leadership / Strategic planning	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial accounting and reporting expertise				✓	✓			✓	✓	✓
International development and operations	✓		✓							
Risk management and mitigation								✓	✓	✓
Information technology and security		✓					✓			
Human resources / Executive compensation	✓			✓	✓			✓	✓	
Corporate governance	✓		✓	✓					✓	
Legal		✓	✓							

(1) These individuals are all "financially literate" within the meaning of NI 52-110.

## Directorship of Other Reporting Issuers

Some members of the Board of Directors are also members of the boards of other public companies. See "Nominees for Election to the Board of Directors - Description of Proposed Director Nominees".

The Board of Directors did not adopt a director interlock policy but is keeping informed of other public directorships held by its members. As at the date of this Circular, Joshua Bekenstein and Nicholas Nomicos served together on one other public company board, BRP Inc., and Joshua Bekenstein and Stephen Gunn served together on one other public company board, Canada Goose Holdings Inc.

## Attendance Record

The following table summarizes the attendance of individual directors at meetings of the Board of Directors and its committees held during the fiscal year ended January 29, 2017. Directors are expected to attend all meetings and each director generally attends all meetings, subject to occasional scheduling conflicts.

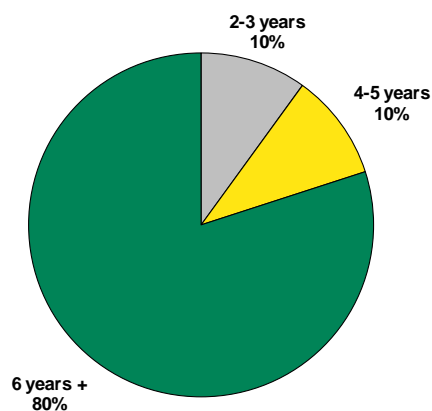
Director	Board of Directors (6 meetings)		Audit Committee (4 meetings)		Human Resources & Compensation Committee (4 meetings)		Nominating & Governance Committee (2 meetings)		Total Attendance	
	Number	%	Number	%	Number	%	Number	%	Number	%
Larry Rossy	6 (chair)	100.0	–	–	–	–	–	–	6/6	100.0
Joshua Bekenstein	6	100.0	–	–	4	100.0	2	100.0	12/12	100.0
Gregory David	6	100.0	–	–	–	–	–	–	6/6	100.0
Elisa D. Garcia C.	6	100.0	–	–	–	–	2	100.0	8/8	100.0
Stephen Gunn	5 (Lead Director)	83.3	4	100.0	4	100.0	2 (chair)	100.0	15/16	93.75
Nicholas Nomicos	6	100.0	–	–	4 (chair)	100.0	–	–	10/10	100.0
Neil Rossy	6	100.0	–	–	–	–	–	–	6/6	100.0
Richard Roy	6	100.0	4	100.0	–	–	–	–	10/10	100.0
John J. Swidler	6	100.0	4 (chair)	100.0	–	–	–	–	10/10	100.0
Huw Thomas	6	100.0	4	100.0	–	–	2	100.0	12/12	100.0

### Board of Directors Size

The Board of Directors will be comprised of nine (9) directors in the event that all of the proposed director nominees are elected. See “Nominees for Election to the Board of Directors – Description of Proposed Director Nominees”. The Board of Directors is of the view that this size and its composition are adequate and allow for the efficient functioning of the Board of Directors as a decision making body.

### Director Tenure

The following chart shows the tenure (number of completed years of service since 2004) of the Board of Directors.



The average tenure of the Corporation’s current directors is 8.6 years, and the average tenure of non-executive directors is 7.1 years.

### **Director Term Limits and Other Mechanisms for Board Renewal**

The Corporation does not have a retirement policy for directors. The Nominating and Governance Committee considered whether to propose the adoption of term limits for directors or other mechanisms for board renewal, and determined not to do so. The Board of Directors fully endorses the recommendation because it believes that imposing a term limit or an arbitrary retirement age would discount the value of experience and continuity of board service, and may unnecessarily deprive the Corporation of the contribution of directors who have developed a deep knowledge of the Corporation over time.

Even though director term limits may provide opportunities to address gender imbalance, the Board of Directors believes that renewal should be driven by results of director evaluations, both formal and informal, and a periodic review of the director skills matrix to ensure that the Board of Directors, as a whole, is functioning efficiently.

Non-executive directors average 7.1 years of service, and service ranges from two year to twelve years. At this point in time, the Board of Directors does not believe that average tenure is too lengthy or excessive. The Nominating and Governance Committee will continue to fulfill its responsibility of assessing the size, composition and effectiveness of the Board of Directors, and will make recommendations as deemed appropriate on whether to nominate a director for re-election.

### **Mandate of the Board of Directors**

The Board of Directors is responsible for supervising the management of the business and affairs of the Corporation. The Board of Directors' key responsibilities relate to the stewardship of management, generally through the Executive Chairman and/or the CEO, to pursue the best interests of the Corporation, and include the following:

- (i) reviewing and approving the strategic plan and in relation thereto approving the annual business and capital plans and policies and processes generated by management relating to the authorization of major investments and significant allocations of capital;
- (ii) supervising senior management and reviewing, in conjunction with the Human Resources and Compensation Committee and the Nominating and Governance Committee, as applicable, the succession planning of the Corporation and ensuring that other executives are in place to ensure sound management of the Corporation;
- (iii) ensuring that the Corporation has risk management systems in place;
- (iv) ensuring that the Corporation has appropriate internal controls and corporate governance policies in place and reviewing, as applicable, the Nominating and Governance Committee's recommendations regarding the Corporation's corporate governance policies, the disclosure in the Corporation's public disclosure documents relating to corporate governance practices, the relationship between management and the Board of Directors and the Board of Directors' ability to act independently from management; and
- (v) ensuring a business ethics, compliance and corporate governance mindset and the creation of a culture of integrity throughout the organization.

Under its mandate, the Board of Directors is entitled to engage outside advisors, at the Corporation's expense, where, in the view of the Board of Directors, additional expertise or advice is required. The mandate of the Board of Directors is attached hereto as Schedule B.

### **Majority Voting Policy**

The Corporation does not employ the practice of "slate voting" and, as such, at meetings of shareholders where directors are to be elected, shareholders of the Corporation are entitled to vote in favour of, or to withhold from voting, separately for each director nominee. The Secretary of the Corporation ensures that the number of shares voted in favor or withheld from voting for each director nominee is recorded and promptly disclosed after the meeting.

On April 11, 2013, the Board of Directors adopted a majority voting policy in order to promote enhanced director accountability. Minor amendments were made to the policy in April 2015 and April 2017. The policy stipulates that, in an “uncontested election” (as defined below) of directors, any nominee who receives a greater number of votes “withheld” than votes “for” his or her election will promptly tender his or her resignation to the Nominating and Governance Committee for consideration.

The Nominating and Governance Committee shall consider the resignation and recommend to the Board of Directors the action to be taken with respect to such tendered resignation. Absent exceptional circumstances, the Nominating and Governance Committee will accept and recommend acceptance of the resignation by the Board of Directors. Absent exceptional circumstances, the Board of Directors will follow the recommendation of the Nominating and Governance Committee and accept the resignation. A press release disclosing the Board of Directors’ determination (and the reasons for rejecting the resignation, if applicable) shall be issued within 90 days following the date of the meeting of shareholders. A copy of such press release shall be sent concurrently to the TSX. The resignation will become effective when accepted by the Board of Directors.

Any director who tenders his or her resignation pursuant to this policy shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to such resignation.

Subject to any restrictions imposed by law, in the case where the Board of Directors accepts any tendered resignation in accordance with the majority voting policy, the Board of Directors may leave the vacancy unfilled until the next annual meeting of shareholders, fill the vacancy through the appointment of a new director or call a special meeting of shareholders during which a new candidate will be presented to fill the vacant position.

The policy only applies in circumstances involving an uncontested election of directors. For purposes of the majority voting policy, an “uncontested election” means any meeting of shareholders called for, either alone or with other matters, the election of directors, with respect to which (i) the number of nominees for election is equal to the number of positions on the Board of Directors to be filled through the election to be conducted at such meeting and/or (ii) proxies are being solicited for such election of directors solely by the Corporation.

## **Position Descriptions**

### *Chairman of the Board of Directors and Committee Chairs*

Larry Rossy, the founder of the Corporation and the Executive Chairman, is an executive director. The Board of Directors has adopted a written position description for the Chairman which sets out the Chairman’s key responsibilities, including duties related to Board of Directors’ meetings, shareholders’ meetings, director development and communication with shareholders and regulators. No specific position description was adopted for the Executive Chairman since the existing description was already applicable to a Chairman acting as an executive of the Corporation.

The Board of Directors has also adopted a written position description for each of the committee chairs which sets out each of the committee chair’s key responsibilities, including duties relating to setting committee meeting agendas, chairing committee meetings and working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of the committee. These descriptions are reviewed by the Board of Directors upon recommendation of the Nominating and Governance Committee.

### *CEO*

Neil Rossy is the Corporation’s CEO since May 1, 2016 and sits on the Board of Directors since 2004.

The primary functions of the CEO are to lead the management of the Corporation’s business and affairs and to lead the implementation of the resolutions and the policies of the Board of Directors. The Board of Directors has developed a written position description and mandate for the CEO which sets out the CEO’s key responsibilities, including duties relating to strategic planning, operational direction, interaction with



the Board of Directors, succession planning and communication with shareholders. The CEO mandate is reviewed by the Board of Directors annually.

#### *Lead Director*

Stephen Gunn acts as Lead Director since the Corporation became public in October 2009. The primary functions of the Lead Director are to provide leadership to the independent directors and to facilitate the efficient functioning of the Board of Directors independently of management. The Board of Directors has developed a written position description and mandate for the Lead Director which sets out the Lead Director's key responsibilities, including duties relating to independent directors' meetings, policy implementation, succession planning and flow of information to the Board of Directors. The Lead Director mandate is reviewed by the Board of Directors upon recommendation of the Nominating and Governance Committee.

## **BOARD OF DIRECTORS COMMITTEES**

### **Audit Committee**

The audit committee of the Corporation (the "Audit Committee") is composed of three (3) directors, namely John J. Swidler, Stephen Gunn and Richard Roy, all of whom are and must at all times be financially literate and independent within the meaning of NI 52-110. Huw Thomas stepped down from the Audit Committee effective March 30, 2017. John J. Swidler is currently the Chair of the Audit Committee and upon his retirement from office at the close of the Meeting, the Board of Directors is planning to appoint Richard Roy as the new Chair of the Audit Committee and Nicholas Nomicos as member of the Audit Committee. For more information regarding the relevant education, professional background and experience of each member of the Audit Committee, please refer to the section entitled "Nominees for Election to the Board of Directors - Description of Proposed Director Nominees" of this Circular.

The Board of Directors has adopted a written charter for the Audit Committee, which sets out the Audit Committee's key responsibilities, including reviewing the financial statements of the Corporation and reporting on such review to the Board of Directors, ensuring that adequate procedures are in place for the review of the Corporation's public disclosure documents that contain financial information, overseeing the work and reviewing the independence of the external auditor and reviewing, evaluating and approving the internal control procedures that are implemented and maintained by management.

As part of its mandate, the Audit Committee has been delegated the primary risk oversight responsibility and reports periodically to the Board of Directors on its findings. More specifically, the Audit Committee is responsible to ensure that risks facing the Corporation are identified, assessed, monitored and appropriately managed and mitigated. During the fiscal year ended February 1, 2015, an enterprise-wide risk assessment was conducted by management, with the assistance of subject matter experts, and findings were shared with the Audit Committee. A final report was presented to the Board of Directors. The enterprise risk assessment is now performed on an annual basis to reassess the risk profile of the Corporation, identify new risks to the business and update the risk dashboard. In addition, the Audit Committee receives presentations from management on the principal areas of exposure associated with the Corporation's business and operations and the systems implemented to manage and mitigate these risks, including the Corporation's internal control systems and insurance programs, at each meeting of the Audit Committee.

Additional information relating to the Audit Committee can be found in the section entitled "Audit Committee Information" of the Corporation's annual information form available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Human Resources and Compensation Committee**

The Human Resources and Compensation Committee is composed of three (3) directors, namely Joshua Bekenstein, Stephen Gunn and Nicholas Nomicos, all of whom are independent. Nicholas Nomicos acts as Chair of the Human Resources and Compensation Committee since March 29, 2016.

Each of these directors has a wealth of experience designing effective management incentive and compensation plans to attract and retain highly qualified executives and to align NEOs' performance objectives with those of the Corporation's stakeholders. The members of the Human Resources and Compensation Committee have several years of experience negotiating executive compensation agreements and managing or advising large private and public corporations on compensation matters. For more information regarding the professional background and experience of each member of the Human Resources and Compensation Committee, please refer to the section entitled "Nominees for Election to the Board of Directors - Description of Proposed Director Nominees" of this Circular.

The Human Resources and Compensation Committee is charged with overseeing the administration of the Corporation's compensation plans, assisting the Board of Directors with its responsibilities in regard of the Corporation's executive officers' compensation, and reviewing and approving the disclosure of executive compensation as required by securities laws before such disclosure is disseminated to the public.

As part of its oversight of the implementation of the Corporation's compensation plans and policies, the Human Resources and Compensation Committee reviews and makes recommendations to the Board of Directors with respect to the adoption or amendment of incentive and equity-based compensation plans for the Corporation.

The Human Resources and Compensation Committee annually reviews and approves the corporate goals and objectives relevant to the compensation of the Executive Chairman, the CEO and other NEOs, evaluates their performance in light of these goals and objectives and makes recommendations to the Board of Directors regarding the compensation packages of the Executive Chairman, the CEO and other NEOs. In setting compensation, the Human Resources and Compensation Committee considers all factors it deems relevant including the Corporation's performance and relative shareholder return, the value of proposed compensation packages against those offered by companies comprising the Comparator Group to individuals with similar responsibilities, and awards given by the Corporation in prior years. The Human Resources and Compensation Committee has also been delegated by the Board of Directors the responsibility to conduct an annual evaluation of compensation-related risks.

Finally, the Human Resources and Compensation Committee is also responsible for monitoring the succession planning process for the Executive Chairman, the CEO, other NEOs as well as other key members of the senior management team. The objective of this process is to identify individuals who are able to move into key leadership roles not only in the normal course of the Corporation's growth but also in the event of an unplanned vacancy, and to assist these individuals in developing their skills and competencies. The Human Resources and Compensation Committee receives periodic updates from management on this leadership succession planning process, discusses succession scenarios, assesses the readiness of potential candidates to fill senior leadership roles and identifies roles for which an external talent search may be required. For example, CEO succession planning has been an important focus for the Board of Directors over the past several years with a view to prepare an orderly leadership transition, and the Human Resources and Compensation Committee played an important role in the process that ultimately led to the appointment of Larry Rossy as Executive Chairman and Neil Rossy as the Corporation's President and CEO, effective May 1, 2016.

The Human Resources and Compensation Committee may retain external compensation consultants to assist in the proper discharge of its mandated responsibilities.

The Board of Directors has adopted a written charter describing the mandate of the Human Resources and Compensation Committee. The charter of such committee was amended on April 23, 2012 to expressly reflect the compensation risk oversight responsibility delegated by the Board of Directors to the Human Resources and Compensation Committee.

The Human Resources and Compensation Committee's responsibilities include the following:

- (i) reviewing and approving and then recommending to the Board of Directors the compensation of the Executive Chairman, the CEO and other NEOs of the Corporation;

- (ii) reviewing and approving corporate goals and objectives relevant to the compensation of the Executive Chairman, the CEO and other NEOs, including the evaluation of their performance in light of those goals and objectives and determining their respective compensation packages based on these evaluations;
- (iii) designing, establishing and overseeing the Corporation's executive compensation policy;
- (iv) considering, at least annually, the implications of the risks associated with the Corporation's executive compensation policy and/or practices;
- (v) reviewing and approving annually the compensation discussion and analysis to be included in the Corporation's management proxy circular;
- (vi) reviewing, at least annually, compensation market data and competitor benchmark data to attract and retain the human resources needed;
- (vii) administering the Annual Grant Plan and granting options, up to a number corresponding to the maximum number of shares reserved for issuance under the Option Plan and approved for distribution by the Board of Directors, in accordance with the terms of the Annual Grant Plan;
- (viii) developing and reviewing the Corporation's management succession plans;
- (ix) making recommendations to the Board of Directors with respect to such other compensation plans or structures to be adopted by the Corporation from time to time; and
- (x) making recommendations regarding the Corporation's overall compensation philosophy and strategy.

### **Nominating and Governance Committee**

The Nominating and Governance Committee is composed of three (3) independent directors, namely Stephen Gunn, Joshua Bekenstein and Elisa D. Garcia C. Stephen Gunn serves as the Chair of the Nominating and Governance Committee. Huw Thomas stepped down from the Nominating and Governance Committee effective March 30, 2017.

The Nominating and Governance Committee is mandated by the Board of Directors to assess, develop, recommend and review corporate governance policies and guidelines for the Corporation and ensuring their implementation within the Corporation, review the size of the Board of Directors to ensure optimal decision-making and effectiveness, coordinate an annual evaluation of the Board of Directors, identify individuals qualified to become members of the Board of Directors and recommend such individuals to the Board of Directors for election to the Board of Directors or to fill vacancies on the Board of Directors occurring between annual meetings of shareholders, and make recommendations to the Board of Directors concerning committee appointments.

The Nominating and Governance Committee is also responsible for monitoring the relationship between management and the Board of Directors, and to review the Corporation's governance structures to ensure that the Board of Directors is able to function independently of management. As necessary, the Nominating and Governance Committee may retain external advisors to assist in the proper discharge of its mandated responsibilities. The Nominating and Governance Committee reviews the mandate of the Board of Directors and the charter for each committee of the Board of Directors and recommends changes as necessary.

The Board of Directors has adopted a written charter describing the mandate of the Nominating and Governance Committee.

### **ORIENTATION AND CONTINUING EDUCATION**

The Corporation provides an orientation process for newly elected or appointed members of the Board of Directors to enhance their understanding of the Corporation and their responsibilities as directors. As part of this orientation process, the Executive Chairman and/or the Lead Director explain the role of the Board of Directors, its committees and the expectations of directors with respect to contribution and time commitment. New directors are provided with extensive information on the Corporation's corporate organization, operations, strategy, industry position, business plan and financial results. In order to fully

grasp the role they are expected to play as directors and/or committee members, new directors are also provided with copies of the Corporation's key documents, including the Code of Conduct, insider trading and public disclosure policies, the mandate of the Board of Directors and the charters of each committee as well as the position descriptions of each of the Chairman and the Lead Director and the chairs of each committee.

As part of its mandate, the Nominating and Governance Committee is also responsible for providing continuing education for all members of the Board of Directors. Senior management members make regular presentations to the Board of Directors in each of their respective areas, and directors are invited to meet individually with the Executive Chairmain, the CEO, the CFO, the COO and other senior executives to discuss further any topic of interest in order to ensure that their knowledge and understanding of the Corporation's business remains current. Management periodically briefs the Board of Directors with up-to-date industry and benchmarking information, and experts are also invited to make presentations to the Board of Directors on relevant subjects of interest to the directors. Furthermore, tours of the warehouses, the distribution center and the stores are held periodically to allow directors to enhance their understanding of the operational aspects of the Corporation's business.

The Corporation encourages directors to attend conferences, seminars or courses relevant to their directorship at the Corporation. The Corporation reimburses directors for expenses incurred by attending such events.

## **CODE OF CONDUCT**

The Board of Directors has adopted a written code of conduct (the "Code of Conduct") that applies to all directors, officers, head office management and employees, warehouse management, distribution center management, field management and store management, including those employed by subsidiaries. The Code of Conduct has been circulated to all such persons to whom it applies. Employees are asked to countersign the Code of Conduct upon receipt and to confirm, on an annual basis, their adherence to the Code of Conduct.

The objective of the Code of Conduct is to provide guidelines for maintaining the integrity, reputation, honesty, objectivity and impartiality of Dollarama, its subsidiaries and business units. The Code of Conduct addresses conflicts of interest, protection of the assets, confidentiality, fair dealing with the securityholders, customers, suppliers, competitors and employees, insider trading, compliance with laws and reporting of any illegal or unethical behaviour.

Any person subject to the Code of Conduct is required to avoid or fully disclose interests or relationships that are harmful or detrimental to the Corporation's best interests or that may give rise to real, potential or apparent conflicts of interest.

The Code of Conduct also provides for procedures that have been established to allow officers and employees to report breaches of the Code of Conduct or any illegal or unethical behaviour anonymously to their immediate supervisor(s) and/or any other person designated under the Code of Conduct (each a "Designated Person"). Upon receipt of a complaint, a Designated Person is required to register same in a log book and to review and assess the seriousness of the complaint along with the assistance of the Board of Directors or the persons or committee appointed under the Code of Conduct. On a quarterly basis and upon request, a Designated Person may be mandated to prepare a report for the Board of Directors or the persons or committee appointed under the Code of Conduct, which report must be forwarded to the CFO and provide for a description of all the complaints received over the applicable period. Those procedures have been established to ensure that the Board of Directors or the persons or committee appointed under the Code of Conduct have the ultimate responsibility for the stewardship of the Code of Conduct.

The Code of Conduct was filed with the Canadian securities regulatory authorities and is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.dollarama.com](http://www.dollarama.com).

## **NOMINATION OF DIRECTORS**

The Nominating and Governance Committee is responsible for identifying, assessing and proposing new director nominees and for the assessment of current directors. The Nominating and Governance Committee actively seeks individuals qualified to become members of the Board of Directors and recommends such individuals for election to the Board of Directors by the shareholders or for appointment by the Board of Directors to fill a vacancy.

The Nominating and Governance Committee uses the matrix presented above to assist in reviewing the general business experience and the industry-specific expertise of directors and the Board of Directors as a whole. Directors and director nominees are not required to have significant experience and expertise in each of these areas. The Nominating and Governance Committee rather aims for the right balance and mix of skills and ensures that the Board of Directors, as a group, is well versed in those areas that are critical to the Corporation's success. When looking for potential director nominees, this matrix is an important tool used by the Nominating and Governance Committee to review strengths of incumbent directors and identify potential gaps in competencies and search for qualified candidates that have such competencies.

In addition to their expertise and experience, candidates must display ethical conduct, integrity and seasoned business judgment. Strong interpersonal skills are also essential to ensure open, candid, collegial and effective discussion and debate among the directors. Diversity, including gender diversity, is also one of the criteria considered in the director identification and selection process.

Finally, the Nominating and Governance Committee evaluates the ability of the candidate to devote sufficient time and resources to participate actively on the Board of Directors, and assesses potential conflicts of interest.

Throughout the process, the chair of the Nominating and Governance Committee updates the Executive Chairman of the Board of Directors and solicits his input on candidates. Candidates are interviewed by the Executive Chairman of the Board of Directors, members of the Nominating and Governance Committee and other directors, as appropriate. The Nominating and Governance Committee ultimately makes a recommendation to the Board of Directors, which approves the candidate for appointment or for election at the next annual meeting of shareholders, as applicable.

The Nominating and Governance Committee may identify candidates for nomination as directors through individuals known to the members of the Board of Directors or recommended through individuals known to the members of the Board of Directors. The Nominating and Governance Committee may also seek assistance from search firms for the identification of candidates for nomination as directors.

The search for qualified individuals is an ongoing process, regardless of whether there is a vacancy on the Board of Directors.

The Board of Directors is of the view that its size and composition are adequate and allow for efficient functioning of the board as a decision making body. The Nominating and Governance Committee reviews the director skills matrix periodically to ensure that it remains aligned with the Corporation's strategic plan and the Board of Directors' needs.

## **DIVERSITY**

### **Representation of Women on the Board of Directors**

The Nominating and Governance Committee is mandated by the Board of Directors to, among other things, identify individuals qualified to become directors and recommend such individuals for election at annual meetings of shareholders or for appointment to fill vacancies occurring between meetings. In fulfilling its mandate, the Nominating and Governance Committee strives to ensure that the Board of Directors is populated by individuals who have diverse backgrounds, not only in terms of gender, national

origin or ethnic background but also in terms of skills, professional experience, viewpoint and other individual qualities and attributes that will further the interests of the Corporation.

The Board of Directors recognizes the value and importance of diversity, including gender diversity, but has decided not to adopt a formal policy regarding the representation of women on the Board of Directors. While gender diversity is one of the criteria embedded in the director identification and selection process, recommendations for election and appointment to the Board of Directors are made primarily based on merit, in light of a variety of other factors, including the skills, experience, independence and knowledge that the Board of Directors, as a whole, requires to be most effective. The Board of Directors must retain the flexibility to add qualified directors, as appropriate. Gender cannot be a decisive factor above all other considerations.

Similarly, the Board of Directors believes that adopting a target number or percentage regarding the representation of women may compromise its ability to be responsive to the needs of the Corporation, may disqualify desirable candidates and may create a perception that individuals have been nominated solely or primarily on the basis of gender to meet targets. The Board of Directors remains committed to increasing diversity as turnover occurs in the normal course, taking into account skills, background, experience and expertise desired at that particular time to complement the mix of skills and experience of other directors.

As of today and assuming that all of the proposed director nominees are elected at the Meeting, one out of ten directors (10%), or one out of seven independent directors (14%), is a woman.

#### **Representation of Women in Executive Officer Positions**

The Corporation is committed to promoting diversity and inclusion at all levels of the organization and takes into account the representation of women and the importance of diversity when filling executive level positions.

Because of the limited size of the executive team and the need to ensure that recruitment efforts and appointments are primarily based on the merits of the individuals and the needs of the Corporation at the relevant time, the Board of Directors has decided not to set targets regarding the representation of women in executive officer positions. However, the Board of Directors is committed to equality of opportunity and to the recruitment, retention, development and promotion of qualified female candidates among its workforce, including at the highest levels. As at the date hereof, the offices of Chief Operating Officer and Corporate Secretary are occupied by women, out of a total of six executive officers appointed by the Board of Directors (33%).

#### **ASSESSMENTS**

The Nominating and Governance Committee is responsible for providing oversight of the evaluation of the performance and effectiveness of the Board of Directors as a whole, its committees, the Chairman, committee chairs and the individual directors. All directors are free to make suggestions on improvement of the Board of Directors' practices at any time and are encouraged to do so. The Nominating and Governance Committee receives comments and discusses any such comments. The Chair of the Nominating and Governance Committee then presents the committee's findings and recommendations to the Board of Directors, as needed. The Chair of the Nominating and Governance Committee also meets regularly with each director to discuss such director's performance and such director's assessment of the Board of Directors', the committees' and other directors' performance.

#### **INDEMNIFICATION AND INSURANCE**

The Corporation currently purchases a total of \$120 million of directors and officers insurance coverage, including an excess Side A difference in conditions (DIC) coverage of \$25 million. The Corporation also entered into indemnification agreements with each of its directors. The indemnification agreements generally require that the Corporation indemnify and hold the indemnitees harmless to the greatest extent

permitted by law for liabilities arising out of the indemnitees' service to the Corporation as directors, provided that the indemnitees acted honestly and in good faith and in a manner the indemnitees reasonably believed to be in or not opposed to the Corporation's best interests and, with respect to criminal and administrative actions or proceedings that are enforced by monetary penalty, the indemnitees had no reasonable grounds to believe that their conduct was unlawful. The indemnification agreements also provide for the advancement of defence expenses to the indemnitees by the Corporation.

## GENERAL

Information contained herein is given as at April 11, 2017, except as otherwise stated. Management of the Corporation knows of no matter to come before the Meeting other than the matters referred to in the accompanying Notice of Meeting.

## ADDITIONAL INFORMATION

The Corporation's financial information is included in the audited financial statements of the Corporation and notes thereto and in the accompanying management's discussion and analysis for the fiscal year ended January 29, 2017. Copies of these documents and additional information concerning the Corporation can be found on SEDAR ([www.sedar.com](http://www.sedar.com)) and may also be obtained upon request made to the Corporate Secretary of the Corporation, Josée Kouri, either by mail at 5805 Royalmount Avenue, Montreal, Québec, H4P 0A1, or by email to [corporatesecretary@dollarama.com](mailto:corporatesecretary@dollarama.com).

## SHAREHOLDER PROPOSALS

The Corporation received no shareholder proposal for inclusion in this Circular.

Shareholder proposals for the Corporation's 2018 annual meeting of shareholders must be received by the Corporation by 5:00 p.m. (Montreal time) on January 12, 2018. They must be sent in writing to the attention of the Corporate Secretary of the Corporation, Josée Kouri, by mail at 5805 Royalmount Avenue, Montreal, Québec, H4P 0A1.

## APPROVAL BY DIRECTORS

The content and the sending to the shareholders of this Circular have been approved by the Board of Directors of the Corporation.

Dated at Montreal, this 11<sup>th</sup> day of April 2017.



Larry Rossy  
Executive Chairman

**SCHEDULE A**  
**BY-LAW NO. 2 – ADVANCE NOTICE BY-LAW**

**A By-law Relating to the Advance Nominations of Directors of the Corporation**

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**SECTION 1 INTRODUCTION**

The purpose of this by-law of Dollarama Inc. (the "**Corporation**") is to provide shareholders, directors and management of the Corporation with guidance on the nomination of directors. This by-law is the framework by which the Corporation seeks to fix a deadline by which shareholders of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

It is the belief of the Corporation and the board of directors of the Corporation that this by-law is beneficial to shareholders and other stakeholders. This by-law will be subject to periodic review and, subject to the Act, will reflect changes as required by securities regulatory or stock exchanges requirements and, at the discretion of the board of directors, amendments necessary to meet evolving industry standards.

**SECTION 2 DEFINITIONS**

As used in this by-law, the following terms have the following meanings:

**"Act"** means the *Canada Business Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

**"Applicable Securities Laws"** means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the written rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each province and territory of Canada.

**"Board"** means the board of directors of the Corporation.

**"Corporation"** means Dollarama Inc.

**"person"** means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

**"public announcement"** means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com), or any system that is a replacement or successor thereto.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

**SECTION 3 NOMINATION PROCEDURES**

Subject only to the Act, Applicable Securities Laws and the articles of the Corporation, only persons who are nominated in accordance with the procedures set out in this by-law shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board may be made at any annual



meeting of shareholders, or at a special meeting of shareholders if the election of directors is a matter specified in the notice of meeting:

- a) by or at the direction of the Board, including pursuant to a notice of meeting;
- b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of a shareholders meeting by one or more of the shareholders made in accordance with the provisions of the Act; or
- c) by any person (a "**Nominating Shareholder**") who:
  - (i) at the close of business on the date of the giving of the notice provided for below in this by-law and on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and
  - (ii) complies with the notice procedures set forth below in this by-law.

#### **SECTION 4 NOMINATIONS FOR ELECTION**

For the avoidance of doubt, the procedures set forth in this by-law shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation.

#### **SECTION 5 TIMELY NOTICE**

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the corporate secretary of the Corporation in accordance with this by-law.

#### **SECTION 6 MANNER OF TIMELY NOTICE**

To be timely, a Nominating Shareholder's notice to the corporate secretary of the Corporation must be made:

- a) in the case of an annual meeting of shareholders (including an annual and special meeting), not less than thirty (30) days prior to the date of the meeting, provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the date (the "**Notice Date**") on which the first public announcement of the date of the meeting was made, notice by the Nominating Shareholder shall be made not later than the close of business on the tenth (10<sup>th</sup>) day following the Notice Date; and
- b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not also called for other purposes), not later than the close of business on the fifteenth (15<sup>th</sup>) day following the day on which the first public announcement of the date of the meeting was made.

#### **SECTION 7 PROPER FORM OF NOTICE**

To be in proper written form, a Nominating Shareholder's notice to the corporate secretary of the Corporation must be in writing and must set forth or be accompanied by, as applicable:

- a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each a **“Proposed Nominee”**):
- (i) the name, age, and province or state, and country of residence of the Proposed Nominee;
  - (ii) the principal occupation, business or employment of the Proposed Nominee, both present and for the five years preceding the notice;
  - (iii) whether the Proposed Nominee is a resident Canadian within the meaning of the Act;
  - (iv) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the Proposed Nominee, as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
  - (v) a description of any relationship, agreement, arrangement or understanding (including financial, compensatory or indemnity related or otherwise) between the Nominating Shareholder and the Proposed Nominee, or any Affiliates or Associates of, or any person or entity acting jointly or in concert with the Nominating Shareholder or the Proposed Nominee, in connection with the Proposed Nominee’s nomination and election as director;
  - (vi) whether the Proposed Nominee is party to any existing or proposed relationship, agreement, arrangement or understanding with any competitor of the Corporation or its Affiliates or any other third party which may give rise to a real or perceived conflict of interest between the interests of the Corporation and the interests of the Proposed Nominee; and
  - (vii) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissident’s proxy circular or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Act or any Applicable Securities Laws;
- b) as to each Nominating Shareholder:
- (i) the name, business and, if applicable, residential address of such Nominating Shareholder;
  - (ii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by such Nominating Shareholder or any other person with whom such Nominating Shareholder is acting jointly or in concert with respect to the Corporation or any of its securities, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
  - (iii) the interests in, or rights or obligations associated with, any agreement, arrangement or understanding, the purpose or effect of which may be to alter, directly or indirectly, such Nominating Shareholder’s economic interest in a security of the Corporation or such Nominating Shareholder’s economic exposure to the Corporation;
  - (iv) full particulars regarding any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder, or any of its Affiliates or

Associates, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of directors to the Board; and

- (v) any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws.

Reference to "Nominating Shareholder" in this Section 7 shall be deemed to refer to each shareholder that nominates or seeks to nominate a person for election as director in the case of a nomination proposal where more than one shareholder is involved in making the nomination proposal.

#### **SECTION 8 NOTICE TO BE UPDATED**

To be considered timely and in proper form, a Nominating Shareholder's notice shall be promptly updated and supplemented if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.

#### **SECTION 9 POWER OF THE CHAIR**

The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this by-law and, if any proposed nomination is not in compliance with this by-law, to declare that such defective nomination shall be disregarded.

#### **SECTION 10 DELIVERY OF NOTICE**

Notwithstanding any other provision of this by-law, notice given to the corporate secretary of the Corporation pursuant to this by-law may only be given by personal delivery or facsimile transmission (at such contact information as set out on the Corporation's issuer profile on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com)), and shall be deemed to have been given and made only at the time it is served by personal delivery or sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received) to the corporate secretary of the Corporation, at the address of the principal executive offices of the Corporation, provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Montreal time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

#### **SECTION 11 BOARD OF DIRECTORS DISCRETION**

Notwithstanding the foregoing, the board of directors may, in its sole discretion, waive any requirement in this by-law.

#### **SECTION 12 EFFECTIVE DATE**

This BY-LAW NO. TWO shall come into force on March 29, 2017.

**SCHEDULE B**  
**MANDATE OF THE BOARD OF DIRECTORS**  
**OF**  
**DOLLARAMA INC.**  
(the "Corporation")

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**1. PURPOSE**

The members of the Board of Directors (the "**Board**") have the duty to supervise the management and affairs of the Corporation. The Board, directly and through its committees, shall provide direction to senior management, generally through the chief executive officer (the "**CEO**"), to pursue the best interests of the Corporation.

**2. DUTIES AND RESPONSIBILITIES**

The Board shall have the specific duties and responsibilities outlined below:

**A. Strategic Planning**

- (1) At least annually, the Board shall review and, if advisable, approve the Corporation's strategic planning process and the Corporation's annual strategic plan. In discharging this responsibility, the Board shall review the plan in light of management's assessment of emerging trends, the competitive environment, the opportunities for the business of the Corporation, risk issues, and significant business practices and products.
- (2) The Board shall review and, if advisable, approve the Corporation's annual business and capital plans as well as policies and processes generated by management relating to the authorization of major investments and significant allocation of capital.
- (3) The Board shall review management's implementation of the Corporation's strategic, business and capital plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

**B. Risk Management**

- (1) The Board shall periodically identify the principal risks associated with the Corporation's business and operations, review the implementation by management of appropriate systems to manage these risks, and review the reports by management relating to the operation of, and any material deficiencies in, these systems.
- (2) The Board shall verify that internal, financial, non-financial and business control and management information systems have been established by management.

**C. Human Resource Management**

- (1) At least annually, the Board shall review the Human Resources and Compensation Committee's recommendations regarding the compensation of the CEO, the other executive officers and the Eligible Board members (as defined in the Director Compensation Policy).
- (2) At least annually, the Board shall review, in conjunction with the Nominating and Governance Committee, the succession plans of the Corporation for the chair of the Board (the "**Chair**"), the lead director of the Board (the "**Lead Director**") as applicable, the CEO and other executive officers, including the appointment, training and monitoring of such persons.

- (3) The Board shall, to the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of the Corporation and that the CEO and other senior officers strive to create a culture of integrity throughout the Corporation.

#### **D. Corporate Governance**

- (1) The Board shall review as applicable, the Nominating and Governance Committee's recommendations regarding the Corporation's corporate governance policies, the disclosure in the Corporation's public disclosure documents relating to corporate governance practices, the relationship between management and the Board, the Board's ability to act independently from management.
- (2) The Board has adopted the Code of Conduct and Ethics (the "**Code**") applicable to directors, officers and employees of the Corporation. At least annually, the Board shall review compliance with, or material deficiencies from, the Code. The Board shall receive reports from the CEO and/or Chief Financial Officer regarding breaches of the Code. The Board shall review investigations and any resolutions of complaints received under the Code.
- (3) The Board shall monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Code.
- (4) From time to time or as required, the Board shall review the Nominating and Governance Committee's recommendations regarding the Board Mandate and the mandates for each committee of the Board, together with the position descriptions of each of the Chair, the CEO, the Lead Director (as applicable) and the chairs of each Board committee.

#### **E. Communications**

- (1) As required, the Board shall review the Nominating and Governance Committee's recommendations regarding the Corporation's disclosure policy, including measures for receiving feedback from the Corporation's stakeholders, and management's compliance with such policy.
- (2) The Corporation endeavors to keep its shareholders informed of its progress through an annual report, annual information form, quarterly interim reports and periodic press releases. Directors and management meet with the Corporation's shareholders at the annual meeting and are available to respond to questions at that time.

#### **F. Composition**

- (1) The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meetings shall comply with applicable requirements of the *Canada Business Corporations Act*, the securities laws and regulations applicable in the Province of Québec and the articles and by-laws of the Corporation, subject to any exemptions or relief that may be granted from such requirements.
- (2) Each director must have an understanding of the Corporation's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal

circumstances, including a change in their principal occupation, are expected to advise the chair of the Human Resources and Compensation Committee.

- (3) If the Chair is not independent (as defined in National Policy 58-201 - Corporate Governance Guidelines, as may be amended from time to time), then the independent directors shall select from among their number an independent director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. The Chair, if independent, or the Lead Director if the Chair is not independent, shall act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

#### **G. Committees of the Board**

- (1) The Board has established the Audit Committee, the Human Resources and Compensation Committee and the Nominating and Governance Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.
- (2) The Board has approved mandates for each of the Committees and shall approve mandates for each new Board committee. The Board shall review the Nominating and Governance Committee's recommendations regarding the appropriate structure, size, composition, mandate and members for the each Board committee, and approve any modifications to such items as considered advisable.
- (3) The Board has delegated to the applicable committee those duties and responsibilities set out in each committee's charter.
- (4) As required by applicable law, by applicable committee charter or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to the Board committees.
- (5) To facilitate communication between the Board and each of the Board committees, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting.

#### **H. Meetings**

- (1) The Board will meet at least once in each quarter, with additional meetings held as deemed advisable. The Chair (or the Lead Director if the Chair is not independent) is primarily responsible for the agenda and for supervising the conduct of any Board meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.
- (2) Meetings of the Board shall be conducted in accordance with the Corporation's articles and by-laws.
- (3) The secretary of the Corporation (the "**Corporate Secretary**"), his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary, or any other person acting in such capacity, and subsequently presented to the Board for approval.

- (4) The independent members of the Board shall hold regularly-scheduled meetings, or portions of regularly scheduled meetings, at which non-independent directors and members of management are not present.
- (5) Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. Directors will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.
- (6) The Board shall have unrestricted access to management and employees of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations). The Board shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the Corporation. The Corporation shall provide appropriate funding, as determined by the Board, for the services of these advisors.

#### **I. Management**

- (1) The Board shall approve position descriptions for the Chair, the Lead Director and the chair of each Board committee. As required, the Board shall review the Nominating and Governance Committee's recommendations regarding such position descriptions.
- (2) The Board shall approve a position description for the CEO which includes delineating management's responsibilities. The Board shall also approve the corporate goals and objectives that the CEO has responsibility for meeting. As required, the Board shall review this position description and, at least annually, such corporate goals and objectives.
- (3) Each new director shall participate in the Corporation's initial orientation program and each director shall participate in the Corporation's continuing director development programs. As required, the Board shall review the Nominating and Governance Committee's recommendations regarding the Corporation's initial orientation program and continuing director development programs.
- (4) This Board Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's articles and by-laws, it is not intended to establish any legally binding obligations.