



**DREAM HARD ASSET ALTERNATIVES  
TRUST**

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

March 23, 2015

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*Unless otherwise defined or unless the context otherwise requires, capitalized terms used in this Management Information Circular and the forms of proxy have the meanings given to them in the Glossary of Terms in Appendix A. References to “Dream Alternatives”, “we”, “our” and “us” refer to Dream Hard Asset Alternatives Trust and Dream Alternatives Master LP. References to the “Trust” refers to Dream Hard Asset Alternatives Trust. References to “management” refers to the Dream Alternatives’ management team at Dream Asset Management Corporation, our asset manager.*

## NOTICE OF 2015 ANNUAL MEETING OF UNITHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual meeting (the “**Meeting**”) of unitholders (“**Unitholders**”) of Dream Hard Asset Alternatives Trust (the “**Trust**”) will be held at the offices of the Trust, Suite 301, 30 Adelaide Street East, Toronto, Ontario on Tuesday, May 12, 2015 at 4:00 p.m. (Toronto time) for the following purposes:

- 1 to receive the audited consolidated financial statements of the Trust for the financial year ended December 31, 2014, together with the report of the auditor thereon;
- 2 to elect the trustees of the Trust for the ensuing year;
- 3 to appoint the auditor of the Trust for the ensuing year and to authorize the trustees of the Trust to fix the remuneration of such auditor; and
- 4 to transact such other business as may properly be brought before the Meeting.

The record date for the determination of those Unitholders entitled to receive notice of and vote at the Meeting is the close of business on April 2, 2015.

Accompanying this Notice of Annual Meeting is a management information circular dated March 23, 2015.

A registered Unitholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her proxy with the transfer agent and registrar of the Trust, Computershare Trust Company of Canada, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not later than 5:00 p.m. (Toronto time) on May 8, 2015 or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Unitholders who are unable to be present personally at the Meeting are urged to sign, date and return the enclosed form(s) of proxy in the envelope provided for that purpose.

A non-registered Unitholder (for example, if you hold your units in an account with a broker, dealer or other intermediary) should follow the instructions in the voting instruction form or other document provided for information on how you can vote your units.

**DATED** at Toronto, Ontario this 23<sup>rd</sup> day of March, 2015.

By Order of the Board of Trustees

By: 

PAULINE ALIMCHANDANI  
Chief Financial Officer of DREAM Asset  
Management Corporation

# **MANAGEMENT INFORMATION CIRCULAR**

# VOTING INFORMATION

This Circular is provided in connection with the solicitation by the Trustees of proxies to be used at the Meeting referred to in the Notice of Meeting to be held Tuesday, May 12, 2015 at 4:00 p.m. (Toronto time).

This solicitation will be made primarily by sending proxy materials to Unitholders by mail. Proxies may also be solicited personally or by telephone by employees or representatives of the Trust at nominal cost. The cost of solicitation will be borne by the Trust.

Unless otherwise specified, all information in this Circular is current as of March 23, 2015. All references to “\$” are to Canadian dollars.

## Who Can Vote

### Voting Securities

As of March 20, 2015, there were 73,619,805 Units issued and outstanding. Each registered holder of Units of record at the close of business on April 2, 2015, the record date (the “**Record Date**”) established for the purpose of determining Unitholders entitled to receive notice of and to vote at the Meeting, will be entitled to one vote per Unit on each matter to be voted on at the Meeting.

For a description of the procedures to be followed by non-registered Unitholders to direct the voting of Units beneficially owned, please refer to the question “If I am a non-registered Unitholder, how do I vote?”.

## Q & A on Voting

### Q: What am I voting on?

A: Unitholders are voting on the election of the Trust Board and the appointment of the auditors for the Trust with compensation to be fixed by the Trust Board on the recommendation of the Audit Committee of the Trust Board.

### Q: Who is entitled to vote?

A: Unitholders as at the close of business on April 2, 2015 are entitled to vote. Each Unit entitles the holder to one vote on the items of business identified above.

### Q: Am I a registered Unitholder or a non-registered Unitholder?

A: You are a registered Unitholder if you hold Units registered in your name. You are a non-registered Unitholder if you hold Units that are registered in the name of an intermediary (such as a bank, trust company, securities dealer or broker, or director or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan) or a depository (such as CDS Clearing and Depository Services Inc.) of which the intermediary is a participant.

### Q: If I am a registered Unitholder, how do I vote?

A: If you are a registered Unitholder, you may vote in person at the Meeting or you may sign the applicable form(s) of proxy sent to you, appointing the named persons or some other person you choose, who need not be a Unitholder, to represent you as proxyholder and vote your Units at the Meeting. Whether or not you plan to attend the Meeting in person, you are requested to vote your Units. If you wish to vote by proxy, you should complete and return the applicable form(s) of proxy.

**Q: If I am a non-registered Unitholder, how do I vote?**

A: If you are a non-registered Unitholder, you are entitled to direct how your Units are to be voted. You will have received from your intermediary a voting instruction form or form(s) of proxy for the number of Units you beneficially own. You should follow the instructions in the request for voting instructions that you received from your intermediary and contact your intermediary promptly if you need assistance. Whether or not you plan to attend the Meeting in person, you are requested to vote your Units. If you do not intend to attend the Meeting and vote in person, you should complete and return the voting instruction form or applicable form(s) of proxy as instructed by your intermediary.

Since the Trust has limited access to the names of its non-registered Unitholders, if you attend the Meeting, the Trust may have no record of your unitholdings or of your entitlement to vote unless your intermediary has appointed you as proxyholder. Therefore, if you wish to vote in person at the Meeting, insert your name in the space provided on the voting instruction form and return it by following the instructions provided therein. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with Computershare Trust Company of Canada upon arrival at the Meeting.

If a non-registered Unitholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on his or her behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. Voting instruction forms in some cases permit the completion of the voting instruction form by telephone or through the Internet. If a non-registered Unitholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on his or her behalf), the non-registered Unitholder must complete, sign and return the voting instruction form in accordance with the directions provided.

**Q: What if I plan to attend the Meeting and vote in person?**

A: If you are a registered Unitholder and plan to attend the Meeting on May 12, 2015 and wish to vote your Units in person at the Meeting, please register with Computershare Trust Company of Canada, the Transfer Agent, upon arrival at the Meeting. Your vote will be taken and counted at the Meeting. If your Units are held in the name of an intermediary, please refer to the answer to the question “If I am a non-registered Unitholder, how do I vote?”.

**Q: Who is soliciting my proxy?**

A: Proxies are being solicited by the Trustees and the associated costs will be borne by the Trust. The solicitation will be made primarily by sending proxy materials to Unitholders by mail and, in relation to the delivery of this Circular, by posting this Circular on our website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca) and on our SEDAR profile at [www.sedar.com](http://www.sedar.com). Proxies may also be solicited personally or by telephone by employees or representatives of the Trust at nominal cost.

**Q: What if I sign the form(s) of proxy sent to me?**

A: Signing a form(s) of proxy gives authority to the individuals named in that form(s) of proxy, being Michael Cooper or Pauline Alimchandani (the “**Named Proxyholders**”), to vote your Units at the Meeting. However, you have the right to appoint someone else to represent you at the Meeting, but only if you provide that instruction on the applicable form(s) of proxy. See the answer to the question “Can I appoint someone other than these trustees of the Trust to vote my Units?”.

If voting instructions are given on your form(s) of proxy or request for voting instructions, then your proxyholder must vote your Units in accordance with those instructions. If no voting instructions are given, then your proxyholder may vote your Units as he or she sees fit. **If you appoint the proxyholders named on the form(s) of proxy, who are representatives of the Trust, and do not specify how they should vote your Units, then your Units will be voted FOR each of the matters referred to in the form(s) of proxy.**

Proxies returned by intermediaries as “non-votes” on behalf of Units held in the name of such intermediary, because the beneficial Unitholder has not provided voting instructions or the intermediary does not have the discretion to vote such Units, will be treated as present for purposes of determining a quorum but will not be counted as having been voted in respect of any such matter. As a result, such proxies will have no effect on the outcome of the vote.

**Q: Can I appoint someone other than the Named Proxyholders to vote my Units?**

A: Yes. **You have the right to appoint a person or company other than the Named Proxyholders to be your proxyholder.** Write the name of this person (or company), who need not be a Unitholder, in the blank space provided on the applicable form(s) of proxy and deposit your form(s) of proxy by mail or fax (as making such an

appointment is not available by telephone or Internet). It is important to ensure that any other person you appoint is attending the Meeting and is aware that he or she has been appointed to vote your Units, as per your voting instructions. Proxyholders should, upon arrival at the Meeting, present themselves to a representative of the Transfer Agent.

**Q: What do I do with my completed proxy?**

A: If you are a registered Unitholder, return your completed, signed (by you, or by your attorney authorized in writing, or if you are a corporation, by a duly authorized officer or attorney), and dated (with the date on which it is executed) form(s) of proxy to the Trust's Transfer Agent, Computershare Trust Company of Canada, in the envelope provided to you by mail at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 or by fax at (416) 263-9524 or 1-866-249-7775 by 5:00 p.m. (Toronto time) on Friday, May 8, 2015. If you are a non-registered Unitholder, you should follow the instructions in the voting instruction form that you received from your intermediary.

**Q: Can I vote by Telephone?**

A: Yes. If you are a registered Unitholder, you may vote by dialing the toll-free number set out in the form(s) of proxy using a touch-tone telephone within North America. You will be asked to provide your control number, which is located at the bottom of the applicable form(s) of proxy, in order to verify your identity.

**Q: Can I vote by Internet?**

A: Yes. If you are a registered Unitholder, go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions. You will need your control number (which is located at the bottom of the applicable form(s) of proxy) to identify yourself to the system. If you are a non-registered Unitholder, you should follow the instructions in the voting instruction form that you received from your intermediary.

**Q: When is the deadline for me to vote by proxy?**

A: Regardless of whether you submit your vote by mail, fax, telephone or Internet, you must submit your vote by no later than 5:00 p.m. (Toronto time) on Friday, May 8, 2015, which is two Business Days before the day of the Meeting (or 5:00 p.m. (Toronto time) on the second last Business Day prior to any reconvened Meeting, in the event of an adjournment of the Meeting). The Chair of the Meeting may waive, in his or her discretion, the time limit for the deposit of proxies by Unitholders if he or she deems it advisable to do so. If you are a non-registered Unitholder, you will need to give your voting instructions to your intermediary, so you should allow sufficient time for your intermediary to receive them and submit them to the Transfer Agent. Each intermediary has its own deadline so Unitholders will need to follow the instructions on the voting instruction form.

**Q: If I change my mind, can I submit another proxy or take back my proxy once I have given it?**

A: Yes. If you are a registered Unitholder and have submitted a proxy and later wish to revoke it, you can do so by: (a) completing and signing a form(s) of proxy bearing a later date and depositing it with the Transfer Agent as described above; (b) depositing a document that is signed by you (or by someone you have properly authorized to act on your behalf) (i) at the registered office of the Trust at 30 Adelaide Street East, Suite 1600, Toronto, Ontario, M5C 3H1, Attention: Corporate Secretary of Dream Asset Management Corporation at any time up to 5:00 p.m. (Toronto time) on Friday, May 8, 2015, which is the second last Business Day preceding the date of the Meeting at which the proxy is to be used, or (ii) with the Chair of the Meeting on the day of the Meeting before the Meeting starts; or (c) following any other procedure that is permitted by law.

**Only registered Unitholders have the right to revoke a proxy. Non-registered Unitholders who wish to change their vote must make appropriate arrangements with their respective dealers or other intermediaries.** A non-registered Unitholder may revoke a voting instruction form previously given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on a revocation of a voting instruction form that is not received by the intermediary at least seven calendar days prior to the Meeting. A non-registered Unitholder may then submit a revised voting instruction form in accordance with the directions on the form.

**Q: How will my Units be voted if I give my proxy?**

A: The persons named on a form(s) of proxy must vote your Units for or against or withhold from voting, as applicable, in accordance with your directions and on any ballot that may be called for. If you do not specify how to vote on a particular matter, your proxyholder is entitled to vote as he or she sees fit. **In the absence of**



**directions in a form(s) of proxy, proxies received by the Trust will be voted FOR all resolutions or matters put before Unitholders at the Meeting.** See “Business of the Meeting” for further information.

**Q: What if amendments are made to these matters or if other matters are brought before the Meeting?**

A: The persons named on a form(s) of proxy will have discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.

As of the date of this Circular, the Named Executive Officers of the Trust know of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named on the forms of proxy will vote on them in accordance with their best judgment.

**Q: What is quorum for the Meeting?**

A: Pursuant to the Declaration of Trust, the quorum necessary for any meeting of Unitholders is two or more individuals present being Unitholders or representing Unitholders by proxy who hold in the aggregate not less than 10% of the votes attached to all outstanding Units.

**Q: How many votes are required to pass?**

A: All matters that are scheduled to be voted upon at the Meeting are passed by simple majority, meaning that if more than half of the votes that are cast are in favour, then the resolution passes.

**Q: Who counts the votes?**

A: The Trust’s transfer agent, Computershare Trust Company of Canada, counts and tabulates the proxies.

**Q: If I need to contact the Transfer Agent, how do I reach them?**

A: For general Unitholder enquiries, you can contact the Trust’s Transfer Agent, Computershare Trust Company of Canada, by mail at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 or by telephone, at toll-free in North America at 1-800-564-6253 or outside North America at (514) 982-7555, or by fax at (416) 263-9394 or 1-888-453-0330, or by email at [service@computershare.com](mailto:service@computershare.com), or on its website at [www.computershare.com](http://www.computershare.com).

**Q: How can I request electronic delivery of Meeting Materials?**

A: Unitholders can opt for electronic distribution of Meeting Materials. To do so, register online by visiting the Transfer Agent’s website at [www.computershare.com/mailing](http://www.computershare.com/mailing) and completing the requested information in order to receive meeting materials electronically in the future.

### **Principal Holders of Voting Securities**

To the knowledge of the Trust and the executive officers of Master GP, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Trust carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Trust as at March 15, 2015.

The Trust understands that the Units registered in the name of “CDS & CO.” are beneficially owned through various dealers and other intermediaries on behalf of their clients and other parties. The names of the beneficial owners of such Units are not known to the Trust.

# BUSINESS OF THE MEETING

## Purpose of the Meeting

We will address three items at the Meeting:

- 1 receiving the consolidated financial statements of the Trust for the fiscal year ended December 31, 2014, including the auditor's report;
- 2 electing Trustees who will serve until the end of the next annual meeting of Unitholders; and
- 3 appointing the auditor for the Trust that will serve until the end of the next annual meeting of Unitholders and authorizing the Trustees to set the auditor's remuneration.

We will also consider other business that may properly come before the Meeting. As of the date of this Circular, the Trust is not aware of any changes to these items and does not expect any other items to be brought forward at the Meeting. If there are changes or new items, you or your proxyholder can vote your Units on these items as you, he or she sees fit.

## Receiving the Consolidated Financial Statements

Our audited comparative consolidated financial statements and management's discussion and analysis for the fiscal year ended December 31, 2014 are included in our 2014 Annual Report, which is being made available through SEDAR at [www.sedar.com](http://www.sedar.com) and our website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca). The 2014 Annual Report will be placed before the Unitholders at the Meeting. You may also obtain a copy upon request to the Corporate Secretary of DAM at 30 Adelaide Street East, Suite 1600, Toronto, Ontario M5C 3H1 (telephone: 416-365-3535 or email: [alternativesinfo@dream.ca](mailto:alternativesinfo@dream.ca)).

## Election of Trustees

### HIGHLIGHTS OF THE BOARD OF TRUSTEES:

- Highly experienced Trust Board, with expertise in all key areas of the Trust's activities
- 3 of 3 Trustee nominees are "independent"
- Individual and majority voting policy
- None of the Trustees serves on an excessive number of other public boards
- Diverse nature of experience and industries

The Declaration of Trust provides for the Trust Board to consist of a minimum of three and a maximum of 10 Trustees and requires that a majority of Trustees be resident Canadians. The Trust Board currently has three Trustees and it is proposed that these same three Trustees be elected at the Meeting.

The Trust Board has adopted a policy that entitles each Unitholder to vote for each Trustee nominee on an individual basis.


The Trust Board has also adopted a policy stipulating that, if the total number of votes cast in favour of the election of a Trustee nominee at a Unitholders' meeting represents less than a majority of the total votes for and withheld for that Trustee, the nominee will submit his or her resignation promptly after the Meeting for the Trust Board's consideration. The Trust Board will have 90 days to consider accepting or rejecting the resignation. The Trust Board will accept the resignation absent exceptional circumstances. The Trust Board's decision to accept or reject the resignation offer will be disclosed to the public. The policy does not apply in circumstances involving contested Trustee elections.


Unless a Unitholder directs that his or her Units are to be withheld from voting in the election of one or more Trustees, the persons named in the form(s) of proxy intend to cast the votes to which the Units represented by such proxy are entitled in favour of the election of the proposed nominees whose names are set forth below.


We believe that all of the proposed nominees will be able to serve as Trustees but if a proposed nominee is unable to serve as a Trustee for any reason prior to the Meeting, the persons named in the form of proxy may vote for the election of another proposed nominee in their discretion. Each Trustee will hold office until the next annual meeting of Unitholders or until a successor is elected.

**Nominees to be Elected to by Unitholders**

The following tables and notes thereto set out certain information as at March 23, 2015 (unless otherwise indicated) with respect to the persons being nominated at the Meeting for election as Trustees. The Directors of the GP Board are appointed by DAM as the sole shareholder of Master GP. If elected as Trustees, DAM intends to appoint these individuals to the GP Board. For the biographies of the other Directors of the GP Board, who are not elected by Unitholders but are appointed by DAM, see "Statement of Corporate Governance Practices - GP Board – Directors of GP Board".

 <p>James Eaton Age: 38 Residency: Toronto, Ontario, Canada Trustee Since: July 8, 2014 <i>Independent</i></p>	<p>Mr. James Eaton is the President of Weatons Holdings Ltd. (“Weatons”), a Canadian private holding company. Mr. Eaton has been active in the founding, growth and divestiture stages of the Weatons portfolio companies across a wide variety of industries. His responsibilities at Weatons include overseeing numerous private investments and a portfolio of listed securities. He serves on the board of directors of JC Clark, Defyus, Syncordia Technologies and Healthcare Solutions and Ceviche. Mr. Eaton also serves on the boards of directors of the Canadian Art Foundation, the True Patriot Love Foundation, and is a trustee of the John David and Signy Eaton Foundation. He holds a B.A. from the University of Colorado at Boulder. In 2012, Mr. Eaton was awarded a Queen Elizabeth II Jubilee Medal honouring significant contributions and achievements by Canadians.</p>						
	<b>Key Areas of Expertise/Experience</b>						
	<ul style="list-style-type: none"> <li>• Strategic Insight/Leading Growth</li> <li>• Financial Services</li> <li>• Board and Governance</li> <li>• Financially Literate</li> <li>• Corporate Finance and Capital Markets</li> <li>• Business Leadership</li> <li>• Diverse Perspective</li> <li>• Community Involvement</li> </ul>						
	<b>Other Public Company Directorships</b>						
	<ul style="list-style-type: none"> <li>• LL Capital Corp.</li> </ul>						
	<b>Trust Board/GP Board/Committee Membership</b>				<b>Attendance</b>		
	Trust Board				3 of 3	100%	
	Audit Committee of the Trust Board				1 of 1	100%	
	GP Board				3 of 3	100%	
	Audit Committee of the GP Board				1 of 1	100%	
Governance, Compensation and Environmental Committee of the GP Board (Chair)				N/A	N/A		
<b>Equity Ownership of the Trust</b>							
				Minimum Ownership			
Year	Units	Deferred Units	Total Amount <sup>(1)</sup>	Over 5 years <sup>(2)</sup>	Target as at December 31, 2014	Meets Requirements	
As at December 31, 2014	Nil	13,580	\$92,072	3 x Retainer	N/A	On track – over 30% of 5 year target	

 <p>David Kaufman Age: 45</p> <p>Residency: Toronto, Ontario, Canada</p> <p>Trustee Since: July 8, 2014</p> <p><i>Independent</i></p>	<p>Mr. David Kaufman is President and Chief Executive Officer of Westcourt Capital Corporation and has more than 20 years of experience in the legal, real estate and investment industries. After graduating from the University of Toronto's Faculty of Law, Mr. Kaufman gained his real estate and private equity experience with Magna Golf Club, Menkes Developments and Lynx Equity. Mr. Kaufman then founded Westcourt Capital in 2009 with a focus on sourcing and conducting due diligence on capital-protecting alternative investment managers and funds. Mr. Kaufman is a member of the Law Society of Upper Canada and is a CAIA (Chartered Alternative Investment Analyst) charter holder. Mr. Kaufman writes a bi-weekly column, "Alternative Investor", for the Financial Post, and is a regular contributor and co-host on CBC's Lang &amp; O'Leary Exchange. Mr. Kaufman was also a regular host of BNN's "Alternative Investing".</p>						
	<b>Key Areas of Expertise/Experience</b>						
	<ul style="list-style-type: none"> <li>• Strategic Insight/Leading Growth</li> <li>• Real Estate</li> <li>• Financial Services</li> <li>• Board and Governance</li> <li>• Corporate Finance and Capital Markets</li> <li>• Business Leadership</li> <li>• Legal</li> </ul>						
	<b>Other Public Company Directorships</b>						
	<ul style="list-style-type: none"> <li>• None</li> </ul>						
	<b>Trust Board/GP Board/Committee Membership</b>				<b>Attendance</b>		
	Trust Board (Chair)				3 of 3	100%	
	Audit Committee of the Trust Board				1 of 1	100%	
	GP Board (Chair)				3 of 3	100%	
	Audit Committee of the GP Board				1 of 1	100%	
Governance, Compensation and Environmental Committee of the GP Board				N/A	N/A		
<b>Equity Ownership of the Trust</b>							
				Minimum Ownership			
Year	Units	Deferred Units	Total Amount <sup>(1)</sup>	Over 5 years <sup>(2)</sup>	Target as at December 31, 2014	Meets Requirements	
As at December 31, 2014	51,200	6,142	\$388,779	3 x Retainer	N/A	Yes – over 100% of 5 year target	

 <p>Andrew Lapham Age: 42</p> <p>Residency: Toronto, Ontario, Canada</p> <p>Trustee Since: July 8, 2014</p> <p><i>Independent</i></p>	<p>Mr. Andrew Lapham has more than 15 years of principal investing experience in both public and private markets and is currently Executive Advisor to The Blackstone Group in Canada where he focuses on sourcing and evaluating large investment opportunities. Mr. Lapham was previously with Onex Partners, where he led the firm’s energy investing practice and was involved with multiple transactions across other industries in particular hospitality and manufacturing. Prior to his time with Onex, Mr. Lapham worked at Odyssey Partners, a mid-market private equity firm in New York, and was a hedge fund portfolio manager at John A. Levin &amp; Co., a multi-strategy asset management firm. Andrew received his bachelor’s degree from Princeton University.</p>						
	<b>Key Areas of Expertise/Experience</b>						
	<ul style="list-style-type: none"> <li>• Strategic Insight/Leading Growth</li> <li>• Financial Services</li> <li>• Board and Governance</li> <li>• Accounting</li> <li>• Corporate Finance and Capital Markets</li> <li>• Business Leadership</li> </ul>						
	<b>Other Public Company Directorships</b>						
	<ul style="list-style-type: none"> <li>• None</li> </ul>						
	<b>Trust Board/GP Board/Committee Membership</b>				<b>Attendance</b>		
	Trust Board				3 of 3	100%	
	Audit Committee of the Trust Board (Chair)				1 of 1	100%	
	GP Board				3 of 3	100%	
	Audit Committee of the GP Board (Chair)				1 of 1	100%	
Governance, Compensation and Environmental Committee of the GP Board				N/A	N/A		
<b>Equity Ownership of the Trust</b>							
				Minimum Ownership			
Year	Units	Deferred Units	Total Amount <sup>(1)</sup>	Over 5 years <sup>(2)</sup>	Target as at December 31, 2014	Meets Requirements	
As at December 31, 2014	Nil	14,324	\$97,117	3 x Retainer	N/A	On track – over 30% of 5 year target	

**Notes:**

<sup>(1)</sup> The Total Amount with regard to Units and Deferred Units is determined by multiplying the number of Units and Deferred Units held by each nominee as at December 31, 2014, by the closing price of the Units on the TSX on December 31, 2014.

<sup>(2)</sup> Under our unit ownership policy, independent Trustees are required to own Units or Deferred Units with an aggregate value of at least three times the amount of their annual retainer (calculated including equity grants) over a five-year period. See “Trustee and Director Compensation and Meeting Information - Trustee Unit Ownership Guidelines”.

## Appointment of Auditor

The auditor of the Trust is PricewaterhouseCoopers LLP, located in Toronto, Ontario. PricewaterhouseCoopers LLP was initially appointed as the auditor of the Trust on April 28, 2014. Unitholders are being asked to approve the appointment of PricewaterhouseCoopers LLP as the auditor of the Trust, Master LP and its subsidiaries, for the ensuing year and to authorize the Trustees to fix the remuneration of the auditor.

## Auditors' Fees

The aggregate fees billed by PricewaterhouseCoopers LLP, or fees accrued by the Trust in 2014 for professional services, are presented below:

	Period ended April 28, 2014 <sup>(1)</sup> - December 31, 2014
<b>Audit Fees</b>	
Audit fees	\$ 189,000
Review of interim financial statements	28,875
Audit of acquisitions	52,500
<b>Audit-related fees<sup>(2)</sup></b>	
Other assurance, MD&A comforting and related services	113,925
IPO & prospectus-related fees	666,762
<b>Tax fees<sup>(3)</sup></b>	
Tax fees (advisory and compliance)	20,000
<b>All other fees<sup>(4)</sup></b>	0
<b>Total</b>	<b>\$ 1,071,062</b>

### Notes:

- (1) The Trust was formed pursuant to the Declaration of Trust on April 28, 2014.
- (2) "Audit-related fees" are aggregate fees billed by the Trust's external auditor in 2014 for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit fees" in the table above.
- (3) "Tax fees" include the aggregate fees paid to the external auditors for tax compliance, tax advice, tax planning and advisory services.
- (4) "All other fees" aggregate fees billed in 2014 for products and services provided by our external auditor, other than the services reported under "Audit fees", "Audit-related fees" and "Tax fees" in the table above.

# STATEMENT OF CORPORATE GOVERNANCE PRACTICES

## HIGHLIGHTS OF CORPORATE GOVERNANCE PRACTICES:

- Entirely independent Trustees and majority independent Directors
- Entirely independent Audit Committee of the Trust Board, Audit Committee of the GP Board and Governance, Compensation and Environmental Committee of the GP Board
- Trustees elected individually (rather than slate voting)
- Majority voting policy for election of Trustees
- Position descriptions for each of the Chair of the Trust Board, Chair of the Audit Committee of the Trust Board, Chair of the GP Board, Chair of the Audit Committee of the GP Board and Chair of the Governance, Compensation and Environmental Committee of the GP Board
- Equity ownership guidelines for all independent Trustees and independent Directors
- Anti-hedging policy for all Trustees, Directors and executive officers of Master GP
- Equity ownership guidelines for Chief Executive Officer of Master GP and clawback policy for executive officers
- Implemented a Charter of Trustee Expectations and a Charter of Director Expectations in 2015
- Adopted Diversity Policy in 2015
- Target of at least 30% women Trustees and Directors

## Trust Board

### Overview

Corporate governance of the Trust relates to the activities of the Trustees who are elected by and are accountable to the Unitholders. The Trust Board believes that sound governance practices are essential to achieve the best long-term interests of the Trust and its Unitholders. The Trust Board encourages prudent corporate governance practices designed to promote the long-term well-being and ongoing development of the Trust, having always as its ultimate objective the best interests of the Trust.

The Trust's corporate governance practices are reviewed regularly to ensure that they are appropriate and in keeping with current best practices. The Trust Board reviews on an annual basis existing Trust Board policies, the mandate of the Trust Board, committee charters and current pronouncements on recommended "best practices" for corporate



governance. The Governance, Compensation and Environmental Committee of the GP Board conducts the same exercise with respect to the GP Board.

The Trust does not have any executive officers or employees and relies upon DAM to provide it with any required services pursuant to the terms of the Management Agreement.

The Trust Board is of the view that the Trust's corporate governance policies and practices, as outlined below, are comprehensive and consistent with the guidelines for corporate governance adopted by Canadian securities administrators and the TSX.

### **Mandate of the Trust Board**

The Trust Board oversees the management of the Trust's affairs directly and through the Audit Committee of the Trust Board. The responsibilities of the Trust Board and the Audit Committee of the Trust Board are set out in written mandates or charters, which are reviewed and approved annually. The mandate of the Trust Board is set out in full in Appendix B to this Circular. The charter for the Audit Committee of the Trust Board as well as the mandate of the Trust Board are also posted on the Trust's website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

In fulfilling its mandate, the Trust Board is, among other things, responsible for the following:

- overseeing the Trust's overall long-term strategic-planning process and reviewing and approving the annual investment plan presented to the Trust Board by DAM, the Trust's asset manager;
- assessing the principal risks of the Trust's businesses and reviewing, approving and monitoring the systems in place to manage these risks;
- reviewing major strategic initiatives to determine whether DAM's proposed actions accord with long-term goals of the Trust;
- overseeing the Trust's relationship with DAM and reviewing matters relating to senior management and succession planning;
- assessing performance against approved business plans;
- reviewing and approving the reports issued to Unitholders, including annual and interim financial statements;
- promoting effective governance of the Trust;
- safeguarding the Trust's equity interests, including through approving issuances of debt and equity securities and setting an appropriate distribution policy for the Trust; and
- reviewing and making decisions with respect to equity compensation plans of the Trust or changes to such plans, including, in particular, the Trust's Deferred Unit Incentive Plan, which is described under "Named Executive Officer Compensation - Incentive Plan Awards", including recommendations as to whom should receive grants of Deferred Units (including Trustees, Directors and consultants of the Trust), the terms of such grants, the overall level of outstanding Deferred Units and changes to the plan.

As a result of the Trust's arrangements with DAM, and because the Trust has no employees or executive officers, the Trust Board does not have a standing committee overseeing governance, nomination and compensation processes. Instead, the Trust Board as a whole is responsible for these matters, to the extent applicable, including the granting of awards under the Deferred Unit Incentive Plan.

### **Governance**

It is the responsibility of the Trust Board to assess from time to time the size and composition of the Trust Board and the committees of the Trust Board; to review the effectiveness of the Trust Board's operations and its relations with DAM and Master GP; to organize an orientation program for new Trustees, including the creation of a "Trustee Orientation Binder" to provide a comprehensive understanding of both the underlying principles governing Dream Alternatives' activities and the role of the Trust Board, and an education program that is expected to include regular industry briefings, presentations by industry experts and attendance at industry events to ensure that the Trustees maintain the skill and knowledge necessary to meet their obligations as Trustees; to assess on not less than an annual basis the performance of the Trust Board, the committees of the Trust Board and individual Trustees; to review from time to time the Trust's statement of corporate governance practices; and to review and recommend on an annual basis the compensation for the Trustees.

The Trust Board reviews its performance, the committees of the Trust Board and the contribution of individual Trustees on an annual basis. The Trust Board has adopted a formal procedure for evaluating the performance of the Trust Board, the committees of the Trust Board and individual Trustees, consisting of surveys, private interviews by the Chair with each Trustee, and a report from the Chair to the full Trust Board.

The Trust Board is responsible for reviewing the credentials of proposed nominees for election or appointment to the Trust Board, and for identifying candidates for the Trust Board membership. To do this, the Trust Board regularly considers and meets with potential Trustee nominees to ensure outstanding candidates with the needed skills can be quickly identified to fill planned or unplanned vacancies. Candidates are assessed in relation to the criteria that is established by the Trust Board to ensure that the Trust Board has the appropriate mix of talent, quality, skills and other requirements necessary to promote sound governance and effectiveness of the Trust Board. Nominees for election as Trustees are proposed annually, or more frequently as the needs of the Trust Board may require.

The Trust Board reviews, at least once per year, the composition of the Trust Board and its committees to ensure that committee membership complies with the relevant governance guidelines, that the workload for its independent Trustees is balanced, and that committee positions are rotated as appropriate.

### **Compensation**

The Trust Board is also responsible for reviewing and approving the compensation of Trustees and any officers of the Trust who are not employed by the Trust's external asset manager (of which there currently are none).

Dream Alternatives' senior management team consists of individuals employed by DAM. Decisions regarding the compensation of these individuals are made by Dream. The granting of Deferred Trust Units under the Trust's Deferred Unit Incentive Plan is the responsibility of the Trust Board. The Trust Board reviews and approves the terms upon which Trustees, the Chair of the Trust Board and the committee chairs are compensated (including the level and nature of such compensation) to ensure that such compensation adequately reflects the responsibilities they are assuming.

The Trust Board reviews and approves policies and processes with respect to compensation on an as-needed basis and assists in administering in respect of any incentive compensation and equity compensation plans of the Trust or changes to such plans, and in particular, the Trust's Deferred Unit Incentive Plan, which is described under "Executive Compensation – Deferred Unit Incentive Plan". The Trust Board determines as to whom should receive grants of Deferred Units (including Trustees, officers and consultants of the Trust and employees of its asset manager, DAM), the terms of such grants, the overall level of outstanding Deferred Units and changes to the plan.

### **Meetings of the Trust Board**

The Trust Board meets at least once in each quarter, with additional meetings held to consider specific items of business or as otherwise deemed necessary. The Trust Board also meets annually to review the Trust's annual investment plan and long-term strategy. In 2014, there were two regularly scheduled meetings and one additional Trust Board meeting to review and approve specific strategic initiatives. Meeting frequency and agenda items may change depending on the opportunities or risks faced by the Trust.

### **Trustee Meetings without Management**

Private sessions of the Trustees without DAM present are held after all Trust Board meetings, chaired by the Chair of the Trust Board, who reports back to DAM on any matters identified as requiring action by DAM. Private sessions of the Audit Committee of the Trust Board without DAM present are also held after all meetings of the Audit Committee of the Trust Board, chaired by the Chair of the Audit Committee of the Trust Board, who reports back to DAM on any matters requiring action by DAM.

### **Majority Voting Policy**

The Trust has a majority voting policy, requiring that each Trustee nominee receive the support of a majority of the total number of votes cast by the Unitholders entitled to elect such Trustee or submit his or her resignation to the Trust Board for consideration. See "Business of the Meeting - Election of Trustees" for further information on majority voting.

### **Diversity Policy**

The Trust and Master GP have made a commitment to being leaders in diversity and inclusion at all levels of our organization. For Dream Alternatives, diversity includes gender, sexual preference, disability, age, ethnicity, business experience, functional expertise, stakeholder expectations, culture and geography. In February 2015, the Trust Board and the GP Board adopted a formal board diversity policy (the "**Diversity Policy**"), that memorializes Dream Alternatives' belief in diversity and the benefits that diversity can bring to our organization.

Each of the Trust and Master GP seeks to maintain Boards comprised of talented and dedicated trustees or directors whose skills and backgrounds reflect the diverse nature of the business environment in which we operate. Accordingly, the composition of the Boards is intended to reflect a diverse mix of skills, experience, knowledge and backgrounds, including an appropriate number of women trustees and directors. Board diversity promotes the inclusion of different perspectives and ideas, and ensures that Dream Alternatives has the opportunity to benefit from all available talent. The promotion of diverse Boards makes prudent business sense, helps maintain a competitive advantage and makes for better corporate governance.

Each of the Trust and Master GP periodically assesses the skills, experience, knowledge and backgrounds of their Trustees and Directors in light of the needs of the Boards, including the extent to which the current composition of the applicable Board reflects a diverse mix of skills, experience, knowledge and backgrounds, including an appropriate number of women Trustees and Directors. Under the Diversity Policy, we have targeted Board compositions in which women comprise at least 30% of the Trustees or Directors, as the case may be. We aim to achieve this level of representation of women on our Boards within the next five years. None of the three Trustee nominees standing for election at the Meeting are women, but three of the seven members of the GP Board, comprising 43% of the GP Board, are women.

Dream Alternatives is committed to the advancement of women both on the Boards and within the organization as a whole and the Boards oversee Dream Alternatives' commitment to being a leader in diversity and inclusion at all levels of the organization. Under the Diversity Policy, when identifying suitable candidates for appointment to the Boards, the Trust and Master GP consider candidates on merit against objective criteria having due regard to the benefits of diversity and the needs of the Boards. Any search firm engaged to assist the Boards or any committees thereof in identifying candidates for appointment to the Boards will be directed to include women candidates and women candidates will be identified from time to time by the Boards when considering potential nominees. In addition, the Boards periodically review with the Chief Executive Officer of Master GP the succession plans relating to the position of the Chief Executive Officer of Master GP and other senior positions on the Dream Alternatives management team to ensure that qualified personnel, reflecting a diverse population, will be available for succession to senior management positions.

Each of the Trust Board and the GP Board intends to review and assess the effectiveness of the Diversity Policy on an annual basis. Although the formal Diversity Policy was only recently adopted, Dream Alternatives has been very successful in integrating the values and objectives underlying the policy into our culture, as evidenced by the representation of women on the Dream Alternatives management team at DAM.

### **Independence of Trustees**

The Declaration of Trust requires that all of the members of the Trust Board be "independent" within the meaning of such term in NI 58-101 in order to promote an alignment of the interests of the Trust Board with the interests of the Unitholders. Similarly, the Declaration of Trust requires that the Audit Committee of the Trust Board be comprised of entirely "independent" Trustees.

The Trust Board considers that all of the three Trustee nominees standing for election at the Meeting, comprising 100% of the Trust Board, are "independent" within the meaning of NI 58-101 and the Declaration of Trust. The Chair of the Trust Board is one of such Trustees.

Information on each of the three proposed nominee Trustees for election at the Meeting is set out under "Business of the Meeting – Election of Trustees".

### **Areas of Interlocking Trusteeships**

Board interlocks exist when two directors or trustees of one company sit on the board of another company. Committee interlocks exist when two trustees sit together on another board and are also members of the same board committee.

The Trust has a formal procedure in place regarding interlocking trusteeships. The Board conducts an annual evaluation of Trustee independence, which includes identifying and evaluating interlocking board and committee memberships among all Trustees, to ensure that there are no circumstances which would impact a Trustee's ability to exercise independent judgment and that each Trustee has enough time to fulfill his or her commitments to the Trust. In February 2015, the Board determined that no interlocking board or committee membership existed that could be expected to impact the ability of interlocking Trustees to act independently from each other.

As of March 23, 2015, no public board interlocks existed with respect to the Trustees. The Trust considers that the participation of the Trustees on the GP Board is an essential part of their role and does not represent any conflict with their role as a Trustee of the Trust.

## Trustee Orientation and Education

### New Trustee Orientation

The Trust Board has adopted a “New Trustee Orientation” program developed to ensure that new Trustees elected to the Trust Board have a general understanding of both the activities of Dream Alternatives and the roles and responsibilities of the Trust Board and its committees.

The program is divided into two stages:

1. **Period prior to election to the Trust Board:** Trustee candidates, prior to being presented for election to the Trust Board, are interviewed by the Chair of the Board, the Chair of the GP Board and the Chief Executive Officer of Master GP. During the interview, the Chief Executive Officer, the Chair of the Trust Board and the Chair of the GP Board describe the organization of the Trust Board and its committees and their functions. At this meeting, Trustee candidates are given an opportunity to ask questions on the role of the Trust Board and its committees. Subsequent to being nominated to the Trust Board, new Trustee nominees are encouraged to sit in on the Trust Board and the relevant committee meetings to gain an understanding of the materials presented and discussed. This provides new Trustee nominees with insights into the role and dynamics of the Trust Board, committees and the Trustees.
2. **Period following election to the Trust Board:** Once elected to the Trust Board, management of Dream Alternatives supplies new Trustees with a “Trustee Orientation Binder” to provide a comprehensive understanding of both the underlying principles governing Dream Alternatives’ activities as well as the role of the Trust Board and its committees. The binder includes documents such as the Trust’s most recent annual information form, Declaration of Trust, most recent management information circular, mandate of the Trust Board, committee charters, position descriptions, the Code of Conduct and the Disclosure Policy.

Management of DAM provides new Trustees with industry research reports on the Trust for the recent quarter and year-end. These reports provide new Trustees with an understanding of the Trust’s market position from the perspective of public company analysts.

Prior to attending his or her first Board meeting, each new Trustee attends an orientation meeting with Master GP’s Chief Executive Officer and/or Chief Financial Officer as well as the General Counsel. The Chief Executive Officer and/or Chief Financial Officer provide an overview of Dream Alternatives strategy, assets, and financial performance. The General Counsel provides an overview of the various policies governing the Trust, Master LP and Master GP and reviews the trustees’ and officers’ liability insurance, organizational charts and committee work plans. This meeting provides new Trustees with an opportunity to ask any questions they may have on the nature and operations of Dream Alternatives’ activities.

Management of DAM provides new Trustees with copies of minutes of each of the previous four Trust Board and GP Board meetings and minutes from the most recent meetings of the committee(s) of which they are a member. New Trustees are also given an opportunity, outside of Trust Board, GP Board and committee meetings, to better acquaint themselves with other Trustees and Directors on an informal basis.

### Continuing Trustee Education

The following activities are performed by Dream Alternatives to ensure that Trustees maintain the knowledge necessary to meet their obligations as a Trustee:

#### Regular Briefings

1. At each quarterly Trust Board meeting, the Chief Executive Officer of Master GP makes a presentation to the Trust Board providing a comprehensive explanation of Dream Alternatives’ financial performance, anticipated future financial results and market trends.
2. To inform and educate the Trustees on the operations of Dream Alternatives, members of management make presentations to the Trust Board on operational strategy and initiatives, including a review of the competitive environment for acquisitions, dispositions and development activity, local market trends, and Dream Alternatives’ performance relative to its peers.
3. Each Trust Board and committee has a standing agenda for each regularly scheduled meeting. The agenda includes ongoing education on topics affecting Dream Alternatives including changes to accounting standards, the insurance environment and environmental regulations.
4. Included as standing agenda items of the Trust Board are comprehensive reviews of best practices in governance and current and anticipated trends in governance disclosure, regulatory reporting and

requirements. Management provides the Trust Board with a matrix outlining all the filing requirements relevant to the Trust.

5. On a quarterly basis, management provides Trustees with industry research reports to gain an understanding of how the Trust is perceived and ranked by public company analysts.

### **Internal Training**

6. For most quarterly meetings, management arranges for an industry or related professional to present to the Board on a topic that is relevant to Dream Alternatives.

### **Industry Events**

7. The Trust funds the attendance by each Trustee for educational courses, seminars, conferences or in-house training relevant to the Trust.
8. Trustees are provided with links to webcasts or seminars facilitated by industry professionals on various topics relevant to boards.

Dream Alternatives provides regular continuing education for Trustees. Time is set aside at all regularly scheduled Trust Board meetings for presentations on different areas of Dream Alternatives' activities, led by representatives of Master GP responsible for or familiar with these operations. This includes one presentation each quarter that provides Trustees with an in-depth analysis of one or more aspects of Dream Alternatives' activities in order to further educate the Trustees about Dream Alternatives. In addition, presentations on new developments and trends in corporate governance and trustee fiduciary duties are provided as appropriate. Guest speakers have made presentations to the Trustees on various topics from time to time and will continue to do so. Site visits are held periodically to provide an opportunity for Trustees to learn about Dream Alternatives' significant properties and its operations. Trustees are encouraged to suggest topics for discussion or special presentations at regularly scheduled Trust Board meetings and the annual Trust Board strategy session. Trustee dinners are held prior to or immediately following certain regularly scheduled Trust Board meetings with senior management of DAM and Master GP present, providing an opportunity for informal discussion and trustee and management presentations on selected topics of interest.

### **Trust Board Renewal**

The Trust does not have a mandatory age for the retirement of Trustees and there are no term limits.

While age and term limits can be a way to effect change on boards, the Trust feels that the long-term impact of age and term limits restricts experienced and potentially valuable Trust Board members from service through arbitrary means. Further, the Trust believes that age limits unfairly imply that older Trustees cannot contribute to oversight of the Trust. A Trustee's experience can be valuable to Unitholders because Trustees navigate complex and critical issues when serving on the Trust Board. That being said, the Trust believes that the composition and renewal of the Trust Board are vital processes that demand rigour and analysis and we have built the Trust Board renewal processes around the concept of performance evaluation and management. With this in mind, Dream Alternatives has implemented a board review process in which the Trust Board reviews its composition on a regular basis in relation to approved trustee criteria and skill requirements, together with the results of the Trust Board evaluation process, and considers changes as appropriate to renew the Trust Board. Further details on the Trust Board, committee and Trustee evaluation processes are described under "Statement of Corporate Governance Practices".

Dream Alternatives believes that this approach ensures fresh perspectives, ideas and business strategies are brought to the boardroom, while not adversely affecting Unitholders' ability to benefit from the experience of our Trustees based solely on age or term. The Chair of the Trust Board leads the effort to identify and recruit candidates to join the Trust Board in current and future years, with a focus on enhancing the Trust Board's diversity.

### **Trustee Expectations**

The Trust Board has adopted a Charter of Expectations for Trustees, which sets out Dream Alternatives' expectations in regard to personal and professional competencies, Unit ownership, meeting attendance, conflicts of interest, changes of circumstance and resignation events. Trustees are expected to identify in advance any potential conflict of interest regarding a matter coming before the Trust Board or its committees, bring these to the attention of the Trust Board or committee chair and refrain from voting on such matters. Trustees are also expected to submit their resignations to the Chair of the Board if they become unable to attend at least 75% of the Trust Board's regularly scheduled meetings (unless the Trust Board determines that there were extenuating circumstances respecting the Trustee's absence), or if they become involved in a legal dispute, regulatory or similar proceedings, take on new responsibilities or experience other changes in personal or professional circumstances that could adversely impact Dream Alternatives or their ability



to serve as trustee. This Charter of Expectations for Trustees is reviewed annually and a copy is posted on Dream Alternatives' website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca). Further information on Trustee Unit ownership requirements is set out under "Trustee and Director Compensation and Meeting Information - Trustee Unit Ownership Guidelines".

### **Asset Management**

DAM acts as the Trust's and Master LP's asset manager pursuant to the Management Agreement. The Management Agreement provides for a broad range of asset management advisory services to be provided to the Trust, Master LP and its subsidiaries. For a description of the Management Agreement, please see the disclosure under the heading "Management and Advisory Services – Management Agreement" of our annual information form dated March 30, 2015, which disclosure is incorporated by reference in this Circular.

### **Committees of the Trust Board**

The Trust Board believes that committees assist in the effective functioning of the Board and help ensure that the views of independent Trustees are effectively represented. Special committees may be formed from time to time as required to review particular matters or transactions. The Trust Board currently has one standing committee, the Audit Committee of the Trust Board.

#### **Audit Committee**

The responsibilities of the Audit Committee of the Trust Board, are set out in a written charter, which is reviewed and approved annually by the Trust Board. This charter and the position descriptions of its committee chair can be found on the Trust's website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca). It is the Trust Board's policy that all members of the Audit Committee of the Trust Board must be considered to be "independent", as described above. The members of the Audit Committee are selected by the Trust Board.

While the Trust Board retains overall responsibility for corporate governance matters, the Audit Committee of the Trust Board has specific responsibilities for certain aspects of corporate governance, in addition to their other responsibilities as described below.

The Audit Committee is responsible for monitoring the Trust's systems and procedures for financial reporting and internal controls and the performance of the Trust's external auditors. It is responsible for reviewing certain public disclosure documents prior to their approval by the Trust Board and release to the public including, among others, the Trust's quarterly and annual financial statements and management's discussion and analysis. The Audit Committee is also responsible for recommending to the Trust Board the firm of chartered professional accountants to be nominated for appointment as the external auditor, and for approving the assignment of any non-audit work to be performed by the external auditor. The Audit Committee meets regularly in private session with the Trust's external auditors and internal audit function, without management present, to discuss and review specific issues as appropriate. The Audit Committee met once in 2014.

Applicable law and the Declaration of Trust requires the Trust Board to have an audit committee consisting of at least three trustees, each of whom must be independent (as determined under NI 52-110) and "financially literate". The Audit Committee is comprised of the following three Trustees, Andrew Lapham (Chair), David Kaufman and James Eaton, each of whom is an independent Trustee. The Trust Board has determined that each of the members of the Audit Committee of the Trust Board is independent and "financially literate" within the meaning of NI 52-110.

For more information about the Audit Committee of the Trust Board as required by Part 5 of NI 52-110, see the "Audit Committee" section of our 2014 Annual Information Form which is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on our website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

#### **Reporting**

To enhance disclosure of its responsibilities and activities, the Chair of the Audit Committee of the Trust Board provides a report to the Trust Board each quarter. Additionally, on an annual basis the Audit Committee of the Trust Board provides a report to Unitholders highlighting its achievements during the prior year, which is included in this Circular.

#### **Board, Committee and Trustee Evaluation**

The Trust Board believes that a regular and formal process of evaluation improves the performance of the Board as a whole, its committees and individual Trustees. Each year, a survey is sent to independent Trustees regarding the effectiveness of the Trust Board and its committees, inviting comments and suggestions on areas for improvement. The results of this survey are reviewed by the Chair, who makes recommendations to the Trust Board as required. The Chair of the Trust Board holds private interviews with each Trustee annually to discuss the operations of the Trust

Board and its committees and to provide any feedback on the individual Trustee’s contributions. The Chair of the Trust Board reports on these interviews to the Trust Board as a basis for recommending the Trustees to be nominated for election at the next annual meeting of Unitholders.

The Trust Board periodically reviews the competencies, skills and personal qualities of the Trustees and considers what competencies and skills the Trust Board, as a whole, should possess. The Trust Board believes that its current Trustees, and the nominees for election at the Meeting, generally comprise an appropriate mix of individuals offering a breadth and depth of skills and experience, including:

	James Eaton	David Kaufman	Andrew Lapham
Real Estate		√	
Financial Services	√	√	√
Financially Literate / Accounting	√	√	√
Corporate Finance and Capital Markets	√	√	√
Business Leadership	√	√	√
Board and Governance	√	√	√
Strategic Insight	√	√	√
Legal		√	
Diverse Perspective	√		
Community Involvement	√		√

## Board and Management Responsibilities

### Position Descriptions

There is a formal separation of the positions of Chair of the Trust Board and Chief Executive Officer of Master GP, which are currently held by David Kaufman and Michael Cooper, respectively. The Trust Board has adopted written position descriptions for the Chair of the Trust Board which is summarized below, as well as position descriptions for the Chair of each of the committees of the Trust Board. These position descriptions are reviewed annually by the Trust Board and posted on Dream Alternatives’ website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca). The Trust has no officers or employees. The services of senior executives, including the Named Executive Officers, are provided to the Trust and Master LP by DAM, the Trust’s and Master LP’s asset manager, pursuant to and in accordance with the terms of the Management Agreement. Accordingly, the Trust has not adopted a written position description for the Chief Executive Officer. For a description of the Management Agreement, please see the disclosure under the heading “Management and Advisory Services – Management Agreement” of our annual information form dated March 30, 2015, which disclosure is incorporated by reference in this Circular.

### Chair of the Board

The Chair of the Trust Board manages the business of the Trust Board and ensures that the functions identified in its mandate are being carried out effectively by the Trust Board and its committees. In addition, the Chair of the Trust Board is responsible for the following functions: ensuring Trustees receive the information required to perform their duties; ensuring an appropriate committee structure and making initial recommendations for committee appointments; ensuring that an appropriate system is in place to evaluate the performance of the Trust Board as a whole, its committees and individual Trustees; and working with DAM to monitor progress on strategic planning, policy implementation and succession planning. The Chair of the Trust Board also presides over private sessions of the independent Trustees and is responsible for ensuring that matters raised during these meetings are reviewed with management and acted upon in a timely fashion.

### **Committee Chairs**

The Trust Board adopted general position descriptions for the committee Chairs. To fulfill his or her responsibilities and duties, the Chair for each committee shall: facilitate the effective operation and management of, and provide leadership to, the committee; chair meetings of the committee; set the agenda for each meeting of the committee and otherwise bring forward matters for consideration within the charter of the committee; facilitate the committee's interaction with DAM, the Trust Board and other committees of the Trust Board; act as a resource and mentor for other members of the committee; report to the Trust Board on matters considered by the committee, its activities and compliance with the committee's charter; and perform such other duties and responsibilities as may be delegated to the Chair by the committee from time to time.

### **DAM's Relationship to the Board**

DAM provides the services of certain employees of DAM who provide any required services to the Trust pursuant to the terms of the Management Agreement. The responsibility of management of the Trust includes safeguarding the Trust's assets and long-term value creation.

DAM reports to and is accountable to the Trust Board. At its meetings, the Trust Board regularly engages in a private session with DAM's senior executive officers. The Trust Board also meets independently of DAM at the conclusion of every Trust Board meeting, under the leadership of the Chair of the Trust Board.

### **DAM Accountability**

The Trust Board believes in the importance of developing annual investment plans to ensure the compatibility of Unitholder, Trust Board, GP Board and DAM's views on Dream Alternatives' strategic direction and performance targets, and the effective utilization of Unitholder capital. A meeting of the Trust Board and the GP Board is held each year which is dedicated to reviewing the strategic initiatives and annual investment plan submitted by DAM. The Trust Board's approval of the annual investment plan provides a mandate for DAM to conduct the affairs of the Trust within the terms of the plan and the Management Agreement, knowing it has the necessary Trust Board support. Material deviations from the annual investment plan are reported to and considered by the Trust Board.

### **Board and Committee Information**

The information provided by DAM to the Trustees is considered to be critical to Trustee effectiveness. In addition to the reports presented to the Trust Board and the Audit Committee of the Trust Board at regularly scheduled and special meetings, the Trustees are also kept informed on a timely basis by DAM of corporate developments and key decisions taken by DAM in pursuing the Trust's strategic plan and the attainment of its objectives. The Trustees annually evaluate the quality, completeness and timeliness of information provided by DAM to the Trust Board.

### **Board of Trustees Access to Outside Advisors**

The Trust Board may at any time retain outside financial, legal or other advisors at the expense of the Trust and has the authority to determine the advisors' fees and other retention terms. Each committee of the Trust Board may retain outside advisors, at the expense of the Trust, without the Trust Board's approval, at any time.

### **Succession Planning**

The mandate of the Trust Board provides that the Trustees are responsible for overseeing succession planning including appointing, training and monitoring senior management. The Trust Board reviews and discusses succession planning issues for the senior executives of Master GP and the Trust's senior management team at DAM with the Chief Executive Officer of Master GP on an annual basis. Discussions include prospects for high performing executives, replacement scenarios for unexpected events and cross training and development opportunities for the executive team.

Although the Trust and Master LP have not adopted a formal target for women in executive positions, diversity, and the representation of women in particular, plays a key role in our recruitment and succession planning processes. Both Dream Alternatives and our asset manager, DAM, have made a commitment to being a leader in diversity and inclusion at all levels of our organizations. When identifying suitable candidates for executive positions, Dream Alternatives and DAM consider candidates on ability and merit against objective criteria having due regard to the benefits of diversity and the needs of our organization. We endeavour to ensure that the candidate pool for any executive positions that become available in the organization will include women and will reflect our commitment to diversity. Currently, one of the two executive officers of Master GP is a woman, representing 50% of our executive officers, and four of the 13 members of the Dream Alternatives management team at DAM are women, representing 31% of the Dream Alternatives the management team at DAM.



## **Communication and Disclosure Policies**

The Trust has adopted a Disclosure Policy which summarizes its policies and practices regarding disclosure of material information to investors, analysts and the media. The purpose of this policy is to ensure that the Trust's communications with the investment community are timely, factual and accurate, and broadly disseminated in accordance with all applicable legal and regulatory requirements. This Disclosure Policy is reviewed annually by the Trust Board and posted on the Trust's website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

The Trust endeavours to keep its Unitholders informed of its progress through a comprehensive annual report, quarterly interim reports and periodic news releases. It also maintains a website that provides summary information on the Trust and ready access to its published reports, news releases, statutory filings and supplementary information provided to analysts and investors. Trustees meet with Unitholders at the annual meeting of Unitholders and are available to respond to questions at that time. Unitholders who wish to contact the Chair of the Trust Board or other Trustees can do so directly or through the General Counsel of DAM by phone at 416-365-3535 or by email at [alternativesinfo@dream.ca](mailto:alternativesinfo@dream.ca).

DAM provides an investor relations program on behalf of the Trust to respond to inquiries in a timely manner. Management of DAM meets on a regular basis with investors and investment analysts and hosts quarterly conference calls and web casts to discuss the Trust's financial results, with a copy of the web cast posted on the Trust's website for 90 days. Dream also publishes The Bulletin, the quarterly investor newsletter that provides updates on all five Dream Entities, which is available on Dream Alternatives' website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca). The Trust also endeavours to ensure that the media are kept informed of developments on a timely basis and have an opportunity to meet and discuss these developments with the Trust's designated spokespersons.

## **Code of Conduct**

All of the Trust's activities are conducted with the highest standards of honesty and integrity and in compliance with all legal and regulatory requirements. The Trust Board annually reviews and approves the Code of Conduct for the Trustees and other representatives of the Trust to reflect evolving standards and practices. The Code of Conduct formally sets out guidelines for behaviour and practices and requires all Trustees and other representatives of the Trust to indicate in writing their familiarity with the Code of Conduct and their agreement to comply with it. The Code of Conduct is given to all Trustees and other representatives of the Trust when they join the Trust and a compliance certification is required to be executed.

The Trust promotes a culture of ethical business conduct compliance with the Code of Conduct that is monitored by the Trust Board.

The Code of Conduct is posted on the Trust's website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

## **Whistleblower Policy**

The Trust has also adopted the Whistleblower Policy that allows officers and employees of DAM, to bring forward, on a confidential and anonymous (if desired) basis, concerns or complaints regarding potential unethical or fraudulent business practices or any activity that could give rise to a financial concern.

The Trust Board believes that providing forums for such officers and employees to raise concerns about ethical conduct and treating all complaints with the appropriate level of seriousness will foster a culture of ethical conduct within the Trust, Master LP and its subsidiaries.

## Report of the Audit Committee of the Trust Board

### CHARTER

*The Audit Committee of the Trust Board Charter is available at [www.dreamalternatives.ca](http://www.dreamalternatives.ca)*

The Audit Committee of the Trust Board oversees the Trust's financial reporting and disclosure and compliance with applicable laws and regulations.

The following is a summary of the Audit Committee of the Trust Board's work for 2014, in accordance with its charter:

#### **Financial Reporting**

- ✓ Reviewed the annual and interim financial statements, external auditor's reports, management's discussion and analysis, financial news releases, officer certifications
- ✓ Reviewed the appropriateness of and changes to accounting policies and practices
- ✓ Received report outlining the effectiveness of disclosure controls and procedures and internal controls over financial reporting

#### **External Auditor**

- ✓ Recommended the firm of chartered professional accountants to be nominated for appointment as the external auditor by the Trust's Unitholders
- ✓ Evaluated the external auditor's performance
- ✓ Reviewed and approved proposed external audit engagement and fees for the year
- ✓ Monitored the independence of and received the external auditor's report on its independence including disclosure of all engagements and associated fees for non-audit services for the Trust
- ✓ Reviewed and approved the Trust's policy on hiring current and former partners and employees from the external auditor
- ✓ Reviewed the planned scope of the audit, the areas of special emphasis and the materiality levels proposed to be employed
- ✓ Reviewed the results of the audit and discussed the external auditor's opinion on the Trust's accounting controls and the quality of its financial reporting
- ✓ Reviewed and approved non-audit services provided by the external auditor
- ✓ Reviewed and approved the Trust's policy on audit and non-audit services
- ✓ Monitored the quality and effectiveness of the relationship among the external auditor, management and the Audit Committee of the Trust Board
- ✓ Reviewed reports from the external auditor to management on internal control issues identified in the course of its audit and attestation activities
- ✓ Required the external auditor to report directly to the Audit Committee of the Trust Board

#### **Financial Literacy of Audit Committee of the Trust Board Members**

- ✓ Assessed the financial literacy of each Audit Committee member

**Other Duties and Responsibilities**

- ✓ Reviewed and approved amendments to the Charter of the Audit Committee of the Trust Board
- ✓ Reviewed the Audit Committee of the Trust Board’s annual work program
- ✓ Monitored the governance and control activities of the Trust related to the responsibilities of the Audit Committee of the Trust Board
- ✓ Monitored the quality of the asset manager’s finance function in relation to the Trust and its alignment with the scale and breadth of the Trust’s business
- ✓ Monitored non-compliance with the Code of Conduct
- ✓ Met with internal control personnel and received report on internal controls over financial reporting
- ✓ Met privately after every meeting, and met privately with the external auditor and with management after every meeting at which those individuals participated

**MEMBERSHIP**

Andrew Lapham (Chair), James Eaton and David Kaufman

**FINANCIAL LITERACY**

All members are “financially literate” within the meaning of NI 52-110

**INDEPENDENCE**

All members are “independent” within the meaning of NI 52-110

**AUDITOR’S FEES**

See “Business of the Meeting – Appointment of Auditor – Auditors’ Fees” for a description of the fees that PricewaterhouseCoopers LLP received for services for the year ended December 31, 2014

**MEETING FREQUENCY**

The Audit Committee met once in 2014. In addition, the Chair of the Audit Committee of the Trust Board met regularly with the external auditor and DAM

**MORE INFORMATION**

For more information about the Audit Committee of the Trust Board as required by NI 52-110, see the “Audit Committee of the Trust Board” section of our 2014 Annual Information Form which is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on our website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca)

**APPROVAL**

This report has been adopted and approved by the members of the Audit Committee of the Trust Board: Andrew Lapham (Chair), James Eaton and David Kaufman

**Tenure of Trust Board**

All three of the current Trustees have served as members of the Trust Board since the completion of our Initial Public Offering on July 8, 2014.

## **GP Board**

### **Overview**

The Directors of Master GP oversee the management of the Trust's operating assets, which are held through Master LP. DAM is the sole shareholder of Master GP.

The Directors of Master GP who are appointed annually by DAM, the sole shareholder of Master GP, and such Directors will hold office for a term expiring at the close of the subsequent annual meeting following appointment or re-appointment, as applicable, or until their respective successors are appointed.

The GP Board believes that sound governance practices are essential to achieve the best long-term interests of Master LP, and, accordingly, the best long-term interests of the Trust and its Unitholders. The GP Board encourages prudent corporate governance practices designed to promote the long-term well-being and ongoing development of Master LP.


Master LP's corporate governance practices are reviewed regularly to ensure that they are appropriate and in keeping with current best practices. The Governance, Compensation and Environmental Committee of the GP Board reviews on an annual basis existing policies of the GP Board, the mandate of the GP Board, and the applicable committee charters and current pronouncements on recommended "best practices" for corporate governance.

The GP Board believes that Master LP's corporate governance policies and practice are comprehensive and consistent with the applicable guidelines for corporate governance adopted by Canadian securities administrators and the TSX.


The GP Board must consist of a minimum of one and a maximum of ten directors, at least 25% of whom must be resident Canadians.


### **Directors of GP Board**

Each of the nominee Trustees for the Trust also currently serves as a Director of the GP; and DAM, the sole shareholder of Master GP, intends to reappoint such nominee Trustees of the Trust, if elected as Trustees, as Directors of the GP. Please see above under "Business of the Meeting – Election of Trustees" for the biographies of such Trustees who are standing for election as Trustees at the Meeting. In addition to the nominee Trustees, the following tables and notes thereto set out certain information as at March 23, 2015 (unless otherwise indicated) with respect to the other Directors who will be appointed by DAM to serve as Directors for the following year, in addition to the nominee Trustees who will also be appointed as Directors.

 <p>Pauline Alimchandani Age: 32</p> <p>Residency: Toronto, Ontario, Canada</p> <p>Director Since: April 28, 2014</p> <p><i>Non-Independent</i></p>	<p>Ms. Pauline Alimchandani is the Chief Financial Officer of Dream. Prior to being promoted to this role in January 2014, Pauline held the role of Vice President, Corporate Strategy where she worked closely with the Chief Executive Officer, Chief Financial Officer and other Dream senior executives to evaluate the financial impact of strategic capital allocation decisions, manage capital markets strategy and played a key role in corporate development. Prior to joining Dream in March 2013, Ms. Alimchandani covered the Canadian real estate sector as a Vice President in equity research at a major Canadian bank. In this role, she had 20+ Canadian real estate/REIT stocks under lead or co-coverage and provided opinions on almost \$50 billion of transaction activity in the sector since 2009. Previously, Ms. Alimchandani was a Senior Associate in the Consulting &amp; Deals group at PwC LLP. She obtained her BBA degree from the Schulich School of Business at York University before obtaining her CA designation in 2008 and her CFA charterholder in 2012.</p>						
	<b>Key Areas of Expertise/Experience</b>						
	<ul style="list-style-type: none"> <li>• Strategic Insight/Leading Growth</li> <li>• Real Estate</li> <li>• Accounting</li> <li>• Corporate Finance and Capital Markets</li> <li>• Business Leadership</li> <li>• Diverse Perspective</li> <li>• Community Involvement</li> </ul>						
	<b>Other Public Company Directorships</b>						
	<ul style="list-style-type: none"> <li>• None</li> </ul>						
	<b>GP Board/Committee Membership</b>				<b>Attendance</b>		
	GP Board				3 of 3	100%	
	<b>Equity Ownership of the Trust</b>						
					Minimum Ownership		
	Year	Units	Deferred Units	Total Amount(1)	Over 5 years	Target as at December 31, 2014	Meets Requirements
As at December 31, 2014	Nil	6,142	\$41,643	N/A	N/A	N/A	

 <p>Michael J. Cooper Age: 54</p> <p>Residency: Toronto, Ontario, Canada</p> <p>Director Since: July 8, 2014</p> <p><i>Non-Independent</i></p>	<p>Mr. Michael J. Cooper is the President and Chief Executive Officer of Dream, and founder of DAM. He has an extensive track record in the real estate industry dating back to 1986. He helped found DAM in 1996 and continues to hold the office of Chief Executive Officer. Under his leadership, the business has grown to more than \$14.6 billion of commercial real estate, residential development and renewable energy infrastructure assets under management. Among his accomplishments, Mr. Cooper is responsible for the formation of three TSX-listed real estate investment trusts: Dream Office REIT, Canada's largest office REIT; Dream Global REIT, a Canadian REIT investing in commercial real estate assets exclusively outside of Canada; Dream Industrial REIT, the largest pure-play industrial REIT in Canada; and most recently, for the formation of the Trust. He earned a Bachelor of Laws degree from the University of Western Ontario and a Master of Business Administration from York University. Mr. Cooper currently sits on the board of directors of Dundee Corporation, Dream, Dream Office REIT, Dream Global REIT, Dream Industrial REIT, E-L Financial Corp, and Real Property Association of Canada.</p>						
	<b>Key Areas of Expertise/Experience</b>						
	<ul style="list-style-type: none"> <li>• Strategic Insight/Leading Growth</li> <li>• Real Estate</li> <li>• Corporate Finance and Capital Markets</li> <li>• Business Leadership</li> <li>• Financially Literate</li> <li>• Board and Governance</li> <li>• Legal</li> <li>• Community Involvement</li> </ul>						
	<b>Other Public Company Directorships</b>						
	<ul style="list-style-type: none"> <li>• Dundee Corporation</li> <li>• E-L Financial Corp.</li> </ul>						
	<b>GP Board/Committee Membership</b>				<b>Attendance</b>		
	GP Board				3 of 3	100%	
	<b>Equity Ownership of the Trust</b>						
					Minimum Ownership		
	Year	Units	Deferred Units	Total Amount <sup>(1)</sup>	Over 3 years	Target as at December 31, 2014	Meets Requirements
As at December 31, 2014	355,600	6,142	\$2,452,611	3 x base salary	N/A	Yes – over 5 times 3 year target	

	<p>Ms. Joanne Ferstman is a corporate director. Over the past 18 years and until her retirement in June 2012, Ms. Ferstman held a variety of executive positions with the Dundee Group of Companies. Most recently, Ms. Ferstman was the President and Chief Executive Officer of Dundee Capital Markets Inc., a full service investment dealer with principal businesses including investment banking, institutional sales and trading and private client financial advisory. Prior to January 31, 2011, Ms. Ferstman was Vice-Chair and Head of Capital Markets of DundeeWealth Inc., a diversified wealth management company. Prior to 2009, Ms. Ferstman was Executive Vice President and Chief Financial Officer of Dundee Wealth Inc. and Executive Vice President, Chief Financial Officer and Corporate Secretary of Dundee Corporation. In these senior financial roles, Ms. Ferstman was actively involved in all corporate strategy, including acquisitions and financings, and was responsible for all public financial reporting. In addition, Ms. Ferstman regularly represented Dundee Corporation on investee company boards and audit committees across various sectors. Prior to joining the Dundee Group of Companies, Ms. Ferstman spent four years as Chief Financial Officer for a national securities firm and five years at a major international accounting firm. Ms. Ferstman earned a Bachelor of Commerce and a Graduate degree in Public Accountancy from McGill University and is a Chartered Professional Accountant. Ms. Ferstman also sits on the board of directors of Dream and the board of trustees of Dream Office REIT (Chair).</p>						
	<b>Key Areas of Expertise/Experience</b>						
Joanne Ferstman Age: 47	<ul style="list-style-type: none"> <li>• Strategic Insight/Leading Growth</li> <li>• Real Estate</li> <li>• Board and Governance</li> <li>• Corporate Finance and Capital Markets</li> <li>• Business Leadership</li> <li>• Financial Services</li> <li>• Accounting and Financial Reporting</li> <li>• Diverse Perspective</li> </ul>						
Residency: Toronto, Ontario, Canada	<b>Other Public Company Directorships</b>						
Director Since: July 8, 2014	<ul style="list-style-type: none"> <li>• Aimia Inc.</li> <li>• Osisko Gold Royalties Ltd.</li> </ul>						
<i>Independent</i>	<b>GP Board/Committee Membership</b>			<b>Attendance</b>			
	GP Board			3 of 3		100%	
<b>Equity Ownership of the Trust</b>							
				Minimum Ownership			
Year	Units	Deferred Units	Total Amount{1}	Over 5 years	Target as at December 31, 2014	Meets Requirements	
As at December 31, 2014	Nil	12,836	\$87,028	3 x retainer	N/A	On track – over 30% of 5 year target	

 <p>Jane Gavan Age: 55</p> <p>Residency: Park City, Utah, United States</p> <p>Director Since: July 8, 2014</p> <p><i>Non-Independent</i></p>	<p>Ms. P. Jane Gavan is the President, Asset Management of Dream and has more than 27 years of experience in the real estate industry. Ms. Gavan is responsible for international real estate investments and serves as Chief Executive Officer of Dream Global REIT, a Canadian REIT that invests in commercial real estate assets exclusively outside of Canada. Ms. Gavan is also responsible for Canadian real estate investments and serves as Chief Executive Officer of Dream Office REIT. Since joining Dream in 1998, Ms. Gavan has played a key role in numerous transactions including the acquisition of Lehndorff Properties, the 2003 business restructuring that resulted in the creation of Dream Office REIT, Dream Office REIT's \$2.3 billion portfolio sale to GE Real Estate, and the initial public offering of Dream Global REIT. Prior to joining Dream, Ms. Gavan served as legal counsel for numerous companies including Oxford Properties Group, and Denison Mines Corp., and began her career in private law practice with Blake, Cassels &amp; Graydon LLP, specializing in real estate and corporate finance. She earned an Honours Bachelor of Commerce degree from Carleton University and a Bachelor of Laws degree from Osgoode Hall, York University. Ms. Gavan currently sits on the board of directors of Dream, Dream Global REIT, the Women's College Hospital Foundation, and is on the Patron's Council for Community Living Toronto.</p>						
	<b>Key Areas of Expertise/Experience</b>						
	<ul style="list-style-type: none"> <li>• Strategic Insight/Leading Growth</li> <li>• Real Estate</li> <li>• Board and Governance</li> <li>• Corporate Finance and Capital Markets</li> <li>• Business Leadership</li> <li>• Financially Literate</li> <li>• Legal</li> <li>• Diverse Perspective</li> <li>• Community Involvement</li> </ul>						
	<b>Other Public Company Directorships</b>						
	<ul style="list-style-type: none"> <li>• None</li> </ul>						
	<b>GP Board/Committee Membership</b>				<b>Attendance</b>		
	GP Board				3 of 3	100%	
	<b>Equity Ownership of the Trust</b>						
					Minimum Ownership		
	Year	Units	Deferred Units	Total Amount <sup>(1)</sup>	Over 5 years	Target as at December 31, 2014	Meets Requirements
As at December 31, 2014	Nil	6,142	\$41,643	N/A	N/A	N/A	

**Notes:**

(1) The Total Amount with regard to Units and Deferred Units is determined by multiplying the number of Units and Deferred Units held by each Director as at December 31, 2014, by the closing price of the Units on the TSX on December 31, 2014.



### **Mandate of GP Board**

The GP Board oversees the management of the affairs of Master LP, directly and through two existing standing committees, the Audit Committee and the Governance, Compensation and Environmental Committee. The responsibilities of the GP Board and each of its committees are set out in written mandates or charters, which are reviewed and approved annually. The mandate of the GP Board is set out in full in Appendix C. The committee charters for committees of the GP Board as well as the mandate of the GP Board are posted on the Trust's website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

In fulfilling its mandate, the GP Board is, among other things, responsible for the following:

- (a) overseeing Master LP's overall long-term strategic-planning process and reviewing and approving the annual investment plan presented to the GP Board by DAM;
- (b) assessing the principal risks of the investments being made by Master LP and reviewing, approving and monitoring the systems in place to manage these risks;
- (c) reviewing major strategic initiatives to determine whether DAM's proposed actions accord with long-term goals of Master LP;
- (d) overseeing Master LP's relationship with DAM and reviewing matters relating to senior management and succession planning;
- (e) assessing performance against approved investment plans;
- (f) reviewing and approving reports issued to the Trust, including annual and interim financial statements;
- (g) promoting effective governance of Master LP; and
- (h) safeguarding Master LP's equity interests through the optimum utilization of Master LP's capital resources, including through approving issuances of debt and equity securities and setting an appropriate distribution policy.

### **Meetings of the GP Board**

The GP Board meets at least once in each quarter, with additional meetings held to consider specific items of business or as otherwise deemed necessary. The GP Board also meets annually to review Master LP's annual investment plan and long-term strategy. In 2014, there were three regularly scheduled meetings and one additional GP Board meeting to review and approve specific strategic initiatives. Meeting frequency and agenda items may change depending on the opportunities or risks faced by Master LP.

### **Director Meetings without Management or DAM**

Private sessions of the Independent Directors are held after all meetings of the GP Board, chaired by the Chair of the GP Board, who reports back to DAM on any matters requiring action by DAM. Private sessions of the committees without management of Master GP or DAM present are also held after all committee meetings, chaired by the respective committee chair, who reports back to DAM on any matters requiring action by DAM.

### **Diversity Policy**

Dream Alternatives has made a commitment to being leaders in diversity and inclusion at all levels of our organization. In February 2015, the Boards adopted our Diversity Policy, that memorializes Dream Alternatives' belief in diversity and the benefits that diversity can bring to our organization. See above under the heading "Trust Board – Diversity Policy" for descriptions of such Diversity Policy.

### **Independence of Directors**

The GP Board has a policy that at least a majority of its Directors should be "independent" Directors within the meaning of NI 58-101 in order to ensure that the GP Board's interests are aligned with the interests of the Trust and the Unitholders. Similarly, the committees of the GP Board are comprised entirely of Independent Directors.

The following table describes the independence status of the Directors to be appointed by DAM immediately following the Meeting:

Directors	Independent	Management / Non-Independent	Reason for Management Status
Pauline Alimchandani		x	Pauline Alimchandani is the Chief Financial Officer of Dream and Master GP
Michael Cooper		x	Michael Cooper is the President and Chief Executive Officer of Dream and Master GP
James Eaton	x		
Joanne Ferstman	x		
Jane Gavan		x	Jane Gavan is the President, Asset Management of Dream
David Kaufman	x		
Andrew Lapham	x		

Master GP surveys its Directors annually to obtain information necessary to make a determination regarding their independence. Following a review of this information, the Governance, Compensation and Environmental Committee recommends to the GP Board a specific determination regarding the Directors considered to be independent.

However, if at any time a majority of the Directors are not “independent” because of the death, resignation, bankruptcy, adjudicated incompetence, removal or change in circumstance of any Director who was an Independent Director, this requirement shall not be applicable for a period of 60 days thereafter, during which time DAM, the sole shareholder of Master GP, shall appoint a sufficient number of Directors who qualify as “independent” to comply with this requirement.

The GP Board considers that four of the seven Directors appointed for the ensuing year, comprising 57% of the GP Board, are “independent” within the meaning of NI 58-101. The Chair of the GP Board is one of the four Independent Directors.

Information on each of the four Directors appointed for the ensuing year is set out on under “GP Board – Directors of GP Board.”

### Director Orientation and Education

The Governance, Compensation and Environmental Committee of the GP Board is responsible for the oversight of new Director orientation and continuing Director education. The Governance, Compensation and Environmental Committee of the GP Board has adopted the orientation programs for new Directors and continuing education programs for Directors that are substantially the same as the new Trustee orientation programs and Trustee continuing education programs adopted by the Trust. See above under the heading “Trustee Orientation and Education”.

### GP Board Renewal

Similar to the Trust, Master GP does not have a mandatory age for the retirement of Directors and there are no term limits. Like the Trust, Master GP believes that the composition and renewal of the GP Board are vital processes that demand rigour and analysis and we have built the GP Board renewal processes around the concept of performance evaluation and management. With this in mind, Master GP has implemented a board review process in which the Governance, Compensation and Environmental Committee reviews the composition of the GP Board on a regular basis in relation to approved director criteria and skill requirements, together with the results of the board evaluation process, and recommends changes as appropriate to renew the GP Board. Further details on the GP Board, committee and Director evaluation processes are described under “Statement of Corporate Governance Practices”. See also the discussion relating to the Trust’s Board renewal processes above under the heading “Trust Board – Trust Board Renewal” for descriptions of such policies.

### Director Expectations

The GP Board has adopted a Charter of Expectations for Directors, which sets out the expectations in regard to personal and professional competencies, Unit ownership, executive mentoring obligations, meeting attendance, conflicts of interest, changes of circumstance and resignation events. Directors are expected to identify in advance any potential conflict of interest regarding a matter coming before the GP Board or its committees, bring these to the attention of the GP Board or committee chair and refrain from voting on such matters. Directors are also expected to

submit their resignations to the Chair of the Board if they become unable to attend at least 75% of the GP Board's regularly scheduled meetings (unless the GP Board determines that there were extenuating circumstances respecting the Director's absence), or if they become involved in a legal dispute, regulatory or similar proceedings, take on new responsibilities or experience other changes in personal or professional circumstances that could adversely impact Dream Alternatives or their ability to serve as Director. This Charter of Expectations for Directors is reviewed annually and a copy is posted on Dream Alternatives' website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca). Further information on Director Unit ownership requirements is set out under "Director Unit Ownership Guidelines".

### **Committees of the GP Board**

The GP Board believes that its committees assist in the effective functioning of the GP Board and help ensure that the views of Independent Directors are effectively represented.

The GP Board currently has two committees:

1. the Audit Committee of the GP Board; and
2. the Governance, Compensation and Environmental Committee.

It is the GP Board's policy that each of the Audit Committee of the GP Board and the Governance, Compensation and Environmental Committee are comprised of at least three Directors, all of whom must be Independent Directors. Each member of a committee serves on such committee until such member resigns from such committee or is replaced by the GP Board or otherwise ceases to be a Director.

The responsibilities of these committees are set out in written charters, which are reviewed and approved annually by the GP Board. The charters of these committees and the position descriptions of each committee chair can be found on the Trust's website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

The members of each committee are selected by the GP Board on the recommendation of the Governance, Compensation and Environmental Committee. While the GP Board retains overall responsibility for corporate governance matters in connection with Master LP, the Audit Committee and the Governance, Compensation and Environmental Committee each have specific responsibilities for certain aspects of corporate governance, in addition to their other responsibilities as described below.

### **Audit Committee of GP Board**

The Audit Committee of the GP Board is responsible for monitoring Master LP's systems and procedures for financial reporting and internal controls and the performance of the external auditors. The Audit Committee of the GP Board is responsible for recommending to the GP Board the firm of chartered professional accountants to be nominated for appointment as the external auditor, and for approving the assignment of any non-audit work to be performed by the external auditor. The Audit Committee meets regularly in private session with the external auditors, without any representatives of DAM present, to discuss and review specific issues as appropriate.

Applicable law requires the GP Board to have an audit committee consisting of at least three Directors, each of whom must be "independent" and "financially literate" within the meaning of NI 52-110.

The Audit Committee of the GP Board is comprised of the following three Directors, Andrew Lapham (Chair), David Kaufman and James Eaton, each of whom is an Independent Director. The GP Board has determined that each of the members of the Audit Committee is "financially literate" within the meaning of NI 52-110.

The Audit Committee of the GP Board met once in 2014.

For more information about the Audit Committee of the GP Board as required by Part 5 of NI 52-110, see the "Audit Committee" section of our 2014 Annual Information Form which is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on our website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

### **Governance, Compensation and Environmental Committee**

The Governance, Compensation and Environmental Committee is comprised of the following three Directors, Andrew Lapham, David Kaufman and James Eaton (Chair), each of whom is an Independent Director.

#### Governance

It is the responsibility of the Governance, Compensation and Environmental Committee, in consultation with the Chair of the GP Board, to assess from time to time the size and composition of the GP Board and the committees of the GP Board; to review the effectiveness of the GP Board's operations and its relations with DAM; to organize an orientation program for new Directors, including the creation of a "Director Orientation Binder" to provide a comprehensive

understanding of both the underlying principles governing Master LP's activities and the role of the GP Board, and an education program that is expected to include regular industry briefings, presentations by industry experts and attendance at industry events to ensure that the Directors maintain the skill and knowledge necessary to meet their obligations as Directors; to assess on not less than an annual basis the performance of the GP Board, the committees of the GP Board and individual Directors; to review from time to time Master LP's statement of corporate governance practices; and to review and recommend on an annual basis the compensation for the Directors.

The Governance, Compensation and Environmental Committee reviews the performance of the GP Board, the committees of the GP Board and the contribution of individual Directors on an annual basis. The GP Board has adopted a formal procedure for evaluating the performance of the GP Board, the committees of the GP Board and individual Directors, consisting of questionnaires, private interviews by the Chair of the GP Board and/or the Chair of the Governance, Compensation and Environmental Committee with each Director, and a report from the Chair of the Governance, Compensation and Environmental Committee to the full GP Board.

The Governance, Compensation and Environmental Committee is responsible for reviewing the credentials of proposed nominees for election or appointment to the GP Board, and for recommending candidates for the GP Board membership. To do this, the Governance, Compensation and Environmental Committee together with the Chair of the GP Board regularly considers and meets with potential Director nominees to ensure outstanding candidates with the needed skills can be quickly identified to fill planned or unplanned vacancies. Candidates are assessed in relation to the criteria that is established by the GP Board to ensure that the GP Board has the appropriate mix of talent, quality, skills and other requirements necessary to promote sound governance and effectiveness of the GP Board. Nominees for election as Directors is proposed by the Governance, Compensation and Environmental Committee annually, or more frequently as the needs of the GP Board may require.

The Governance, Compensation and Environmental Committee of the GP Board reviews, at least once per year, the composition of the GP Board and its committees to ensure that committee membership complies with the relevant governance guidelines, that the workload for its Independent Directors is balanced, and that committee positions are rotated as appropriate. In doing so, the Governance, Compensation and Environmental Committee consults with the Chair of the GP Board and make recommendations to the GP Board which appoints committee members.

#### Environmental

The Governance, Compensation and Environmental Committee is responsible for reviewing the environmental state of any real property investments owned directly or indirectly by Master LP, and for establishing policies and procedures to review and monitor the environmental exposure of Master LP.

#### Compensation

The Governance, Compensation and Environmental Committee is responsible for reviewing and making recommendations to the GP Board with respect to the compensation of Directors.

The Governance, Compensation and Environmental Committee reviews and recommends to the GP Board the terms upon which Directors, the Chair of the GP Board, and the committee Chairs are compensated (including the level and nature of such compensation) to ensure that such compensation adequately reflects the responsibilities they are assuming.

The Governance, Compensation and Environmental Committee did not meet in 2014 as the responsibilities and functions of the Governance, Compensation and Environmental Committee were carried out by the full GP Board.

For more information about the Governance, Compensation and Environmental Committee, see "Report of the Governance, Compensation and Environmental Committee".

### **GP Board, Committee and Director Evaluation**

The GP Board believes that a regular and formal process of evaluation improves the performance of the GP Board as a whole, its committees and individual Directors. Each year, a survey is sent to Independent Directors regarding the effectiveness of the GP Board and its committees, inviting comments and suggestions on areas for improvement. The results of this survey are reviewed by the Governance, Compensation and Environmental Committee, which makes recommendations to the GP Board as required. The Chair of the GP Board and/or the Chair of the Governance, Compensation and Environmental Committee holds private interviews with each Director annually to discuss the operations of the GP Board and its committees and to provide any feedback on the individual Director's contributions. The results of these interviews are reported to the GP Board as a basis for recommending the Director nominees to be appointed following the Trust's next annual meeting of Unitholders.

The Governance, Compensation and Environmental Committee periodically reviews the competencies, skills and personal qualities of the Directors and considers what competencies and skills the GP Board, as a whole, should possess. The GP Board believes that its current Directors, and the nominees for appointment following the Meeting, generally comprise an appropriate mix of individuals offering a breadth and depth of skills and experience, including:

	Pauline Alimchandani	Michael Cooper	James Eaton	Joanne Ferstman	Jane Gavan	David Kaufman	Andrew Lapham
Real Estate	√	√		√	√	√	
Financial Services			√	√		√	√
Financially Literate / Accounting	√	√	√	√	√	√	√
Corporate Finance and Capital Markets	√	√	√	√	√	√	√
Business Leadership	√	√	√	√	√	√	√
Board and Governance		√	√	√	√	√	√
Strategic Insight	√	√	√	√	√	√	√
Legal		√			√	√	
Diverse Perspective	√		√	√	√		
Community Involvement	√	√	√		√		√

## GP Board Responsibilities

### Position Descriptions for the GP Board and its Committees

The GP Board has adopted written position descriptions for the Chair of the GP Board and the Chair of each committee of the GP Board, which are summarized below. As at March 23, 2015, David Kaufman held the role of Chair of the GP Board, Andrew Lapham held the role of the Chair of the Audit Committee of the GP Board and James Eaton held the role of the Chair of the Governance, Compensation and Environmental Committee of the GP Board. These position descriptions are reviewed annually by the GP Board and posted on the Trust's website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca).

#### Chair of the GP Board

The Chair of the GP Board manages the business of the GP Board and ensures that the functions identified in its mandate are being carried out effectively by the GP Board and its committees. In addition, the Chair of the GP Board is responsible for the following functions: ensuring Directors receive the information required to perform their duties; ensuring an appropriate committee structure and making initial recommendations for committee appointments; ensuring that an appropriate system is in place to evaluate the performance of the GP Board as a whole, its committees and individual Directors; and working with DAM to monitor progress on strategic planning, policy implementation and succession planning. The Chair of the GP Board also presides over private sessions of the independent Directors and is responsible for ensuring that matters raised during these meetings are reviewed with DAM and acted upon in a timely fashion.

#### Committee Chairs

The GP Board adopted general position descriptions for the committee Chairs. To fulfill his or her responsibilities and duties, the Chair for each committee shall: facilitate the effective operation and management of, and provide leadership to, the committee; chair meetings of the committee; set the agenda for each meeting of the committee and otherwise bring forward matters for consideration within the charter of the committee; facilitate the committee's interaction with DAM, the GP Board and other committees of the GP Board; act as a resource and mentor for other members of the committee; report to the GP Board on matters considered by the committee, its activities and compliance with the committee's charter; and perform such other duties and responsibilities as may be delegated to the Chair by the committee from time to time.

### **Management's Relationship to the GP Board**

The responsibility of management of Master GP includes safeguarding Master LP's assets and long-term value creation. DAM provides the services of certain employees of DAM who act as executive officers of Master GP.

The executive officers of Master GP report to and are accountable to the GP Board. The Chief Executive Officer, Michael Cooper, the Chief Financial Officer, Pauline Alimchandani, and Executive Vice-President, Jane Gavan, are also members of the GP Board. At its meetings, the GP Board regularly engages in a private session with Master GP's and DAM's senior executive officers without other members of management present. The GP Board also meets independently of all management Directors at the conclusion of every GP Board meeting, under the leadership of the Chair of the GP Board.

Management of Master GP does not sit on any of the GP Board's committees. Members of management of Master GP and other Directors attend committee meetings at the invitation of the committee chairs. The committees also meet independently of all members of management of Master GP at the conclusion of all committee meetings.

### **Management Accountability**

The GP Board believes in the importance of developing annual business plans to ensure the compatibility of the views of Unitholders, the GP Board and DAM with respect to the Trust's strategic direction and performance targets, and the effective utilization of Unitholder capital. A meeting of the Board is held each year which is dedicated to reviewing the strategic initiatives and annual business plan submitted by senior management of DAM. The GP Board's approval of the annual business plan provides a mandate for senior management of DAM to conduct the affairs of the Trust within the terms of the plan, knowing it has the necessary GP Board support. Material deviations from the annual business plan are reported to and considered by the GP Board.

### **Board and Committee Information**

The information provided by management of Master GP and DAM to Directors is considered to be critical to Director effectiveness. In addition to the reports presented to the GP Board and its committees at regularly scheduled and special meetings, the Directors are also kept informed on a timely basis by management of Master GP and DAM of corporate developments and key decisions taken by management of Master GP and DAM in pursuing Master LP's strategic plan and the attainment of its objectives. The Directors annually evaluate the quality, completeness and timeliness of information provided by management of Master GP and DAM to the GP Board.

### **GP Board Access to Outside Advisors**

The GP Board may at any time retain outside financial, legal or other advisors at the expense of Master LP and has the authority to determine the advisors' fees and other retention terms. Each committee of the GP Board may retain outside advisors, at the expense of Master LP, without the GP Board's approval, at any time.

### **Succession Planning**

The mandate of the GP Board provides that the Directors are responsible for overseeing succession planning including appointing, training and monitoring senior management. The Governance, Compensation and Environmental Committee reviews and discusses succession planning issues for the senior executives with the Chief Executive Officer of Master GP on an annual basis. Discussions include prospects for high performing executives, replacement scenarios for unexpected events and cross training and development opportunities for the executive team.

Similar to the Trust, Master GP has not adopted a formal target for women in executive positions. However, diversity, and the representation of women in particular, plays a key role in our recruitment and succession planning processes. Both Dream Alternatives and our asset manager, DAM, have made a commitment to being a leader in diversity and inclusion at all levels of our organizations. When identifying suitable candidates for executive positions, Dream Alternatives and DAM consider candidates on ability and merit against objective criteria having due regard to the benefits of diversity and the needs of our organization. We endeavour to ensure that the candidate pool for any executive positions that become available in the organization will include women and will reflect our commitment to diversity. Currently, one of the two executive officers of Master GP is a woman, representing 50% of our executive officers, and four of the 13 members of the Dream Alternatives management team at DAM are women, representing 31% of the Dream Alternatives the management team at DAM.

### **Policies for Master GP**

Each of the DALP Limited Partnership Agreement and the Management Agreement provide that each of Master GP and DAM, as the case may be, are subject to the Code of Conduct, the Whistleblower Policy and the Trust's insider trading policy. See the above under the heading "Corporate Governance – Trust Board" for descriptions of such policies.

**Tenure of GP Board**

All of the Directors have served as members of the GP Board since the completion of our Initial Public Offering on July 8, 2014.



## EXECUTIVE COMPENSATION

### HIGHLIGHTS OF EXECUTIVE COMPENSATION:

- The Named Executive Officers do not receive any cash compensation directly or indirectly from the Trust. The Named Executive Officers participate in the Trust's long-term incentive plan, referred to as the Deferred Unit Incentive Plan, which is intended to align the interests of the Named Executive Officers with the interests of the Unitholders
- Balanced approach that includes immediate, short-term and in some cases long-term incentives
- A large portion of Named Executive Officer compensation was "at risk" in 2014 and linked to a combination of individual and corporate goals relating to the Trust
- All Named Executive Officers are subject to minimum the Trust equity ownership requirements
- The Trust does not have a unit option plan and options do not form part of executive compensation
- The Trust and Master GP has a compensation clawback policy for senior management

### Named Executive Officers

The Trust does not have any executive officers. The Named Executive Officers of the Trust are employees of DAM, the asset manager of the Trust and Master LP.

The Trust and Master LP pay certain asset management and other fees pursuant to the Management Agreement. See "Statement of Corporate Governance Practices – Asset Management" and "Other Information – Interest of Informed Persons in Material Transactions – Management Agreement". Dream Alternatives has no employment agreements with its Named Executive Officers and does not pay any cash compensation to any Named Executive Officers, directly or indirectly. Rather, those individuals are compensated by DAM. A portion of the compensation paid to certain employees of DAM is attributable to time spent on the activities of the Trust and Master LP.

The Named Executive Officers named in the "Summary Compensation Table" below are employees of DAM. DAM has sole responsibility for determining the compensation of the Named Executive Officers, other than the granting of Deferred Trust Units under the Trust's Deferred Unit Incentive Plan, which is the responsibility of the Trust Board.

Dream Alternatives does not target a specific representation of women in executive officer positions, but in accordance with our Diversity Policy, the Trust and Master GP periodically identify and assess the qualification of individuals in senior management positions. As of March 23, 2015, one of the two Named Executive Officers, being 50% of the represented Named Executive Officers, is a woman.

The current Named Executive Officers of the Trust are Michael Cooper and Pauline Alimchandani. Biographical information on Michael Cooper and Pauline Alimchandani can be found above under "Corporate Governance – GP Board – Directors of GP Board".



## Compensation Discussion and Analysis

This Compensation Discussion and Analysis is applicable to the Chief Executive Officer of DAM and Vice-President, Finance of DAM (the “**Named Executive Officers**”) who performed similar function to that of a Chief Executive Officer and Chief Financial Officer of the Trust in 2014:

- Michael Cooper, Chief Executive Officer of DAM
- Cecilia Williams, Vice-President, Finance of DAM

As Dream Alternatives’ senior management team is employed by DAM, the Trust and Master LP are only obligated to pay a fixed amount to DAM pursuant to the Management Agreement. Any variability in cash compensation paid by DAM to the Named Executive Officers will not impact the Trust’s or Master LP’s financial obligations. See “Statement of Corporate Governance Practices – Asset Management” and “Other Information – Interest of Informed Persons in Material Transactions – Management Agreement”.

Cash compensation disclosed and discussed in this Executive Compensation section represents the cash compensation received by the Named Executive Officers from DAM attributable to the services they provided to the Trust and Master LP during 2014.

Cecilia Williams was Vice President, Finance of DAM from January 17, 2014 to January 23, 2015 and during the period from the Trust’s inception to January 23, 2015 performed similar function to that of a Chief Financial Officer of Dream Alternatives as well as having responsibilities for other activities at Dream in addition to her role at Dream Alternatives. Pauline Alimchandani, the Chief Financial Officer of DAM, assumed Cecilia’s role effective January 23, 2015.

Decisions regarding the granting of Deferred Trust Units under the Trust’s Deferred Unit Incentive Plan are the responsibility of the Trust Board.

## Trust’s Performance in 2014

Overall, we are pleased with the activities and our investments during our first six months since the closing of the Reorganization. As at March 15, 2015, we have repositioned approximately 18% of our Initial Assets. With the Trust’s flexible investment mandate, we are seeing a large number of new investment opportunities and feel confident we will be successful in repositioning the assets in new investments, increasing the AFAD return and providing an opportunity to increase distributions over time.

Our focus continues to be on managing the investments of the original portfolio while repositioning the assets to obtain higher risk-adjusted returns. We are pleased with the performance of our mortgage portfolio to date. Many of the loans which had been considered higher risk by management have been repaid by the borrowers, and we have received repayment of over one-half of the original mortgage portfolio as at March 15, 2015. We have seen a variety of lending opportunities at attractive interest rates. We believe the flexible structure of our Trust and our investment strategy position us to take advantage of opportunities that are not in line with the investment mandates of other mortgage corporations and alternative investment managers. From closing of the Reorganization to March 15, 2015, we have committed \$77.3 million in mortgages with a weighted average interest rate of 8.2% and a weighted average term of 1.7 years. Going forward we expect to be able to continue to find attractive lending opportunities to achieve higher risk-adjusted returns based on DAM’s core competency of lending and investing directly in development of residential properties, renewable power projects, and commercial income-producing properties.

Our portfolio of real estate properties, which is co-owned with subsidiaries of Dream Office REIT, continues to perform in line with our expectations. Increasing occupancy, retaining tenants, replacing vacancies, and investing in our properties is top of mind. In addition, we continue to focus on the property management teams and on-site building operators to continuously improve our customer service and the tenant experience in the buildings. At December 31, 2014, the portfolio had an in-place and committed occupancy of 91.2%, and during the fourth quarter of 2014, there was 34,695 square feet of positive absorption of vacant space at the Trust’s share. We anticipate that, subject to all necessary Board approvals, Dream Office REIT and the Trust will work in a co-operative fashion with respect to the portfolio of co-owned properties to meet shared objectives. With the ability to invest in all asset classes, we will continue to explore potential acquisitions of new real estate properties that we believe will complement and add value to the Trust.

As at December 31, 2014, the Trust has invested in development projects valued at \$153.5 million, consisting of seven retail, two multi-residential and one mixed-use development, and \$15.2 million of indirect investments in income-producing properties. The multi-residential developments remain both on time and on budget. We are working closely

with our partners on the retail projects and we look forward to the ongoing progress of these developments. We continue to be approached on many development opportunities and are exploring those that are in line with the Trust's strategy.

Investments in renewable power have been a key focus of the Trust. From closing of the Reorganization to March 15, 2015, we have committed to invest \$49.7 million of equity with an average yield on equity of approximately 12% over the life of the projects. Ontario continues to see the most activity of any of the Canadian provinces with the established feed-in tariff program awarding contracts for smaller projects (primarily rooftop solar projects less than or equal to 500 kW) and the newly announced large renewable procurement to award contracts for projects greater than 500 kW. An additional 100 MW of rooftop solar projects were awarded contracts by the Ontario Power Authority, with plans to award an additional 150 MW per year, over the next two years. As both a landlord and a solar power investor, the Trust is well positioned in the Ontario rooftop solar space to develop new partnerships as well as develop solar projects on existing commercial properties. In other provinces, Hydro Québec has completed its request for proposal for an additional 450 MW of wind power generation, which resulted in bids being awarded to three parties at an average price of \$0.063 per kWh (excluding transmission costs). For comparison, the original Ontario feed-in tariff price for wind projects was \$0.135 per kWh when the program was first introduced in 2010, demonstrating how much more competitive renewable power generation has become in recent years. As the renewables market matures, the Trust expects to see more opportunities to utilize its expertise in creating high value investment opportunities. The Trust continues to be active in both acquiring operational projects and generating new opportunities through existing partners.

### **Equity Ownership Guidelines**

Our Unit ownership guidelines provide that the Chief Executive Officer of Master GP is required to have a minimum personal investment in Units or Deferred Trust Units equal to three times his annual base compensation by the third anniversary of their appointment. Michael Cooper's ownership of Units and Deferred Units satisfies this requirement.

### **Anti-Hedging Policy**

The Trust and Master GP have adopted a policy providing that executives of the Trust and Master GP, independent Trustees and independent Directors may not engage in transactions that could reduce or limit the executive officer's, Trustee's or Director's economic risk with respect to their holdings of (a) Units or other securities of the Trust, or (b) outstanding Deferred Units under the Deferred Unit Incentive Plan, or other compensation awards the value or payment amount of which are derived from, referenced to or based on the value or market price of the Units or other securities of the Trust. Prohibited transactions include hedging strategies, equity monetization transactions, transactions using short sales, puts, calls, exchange contracts, derivatives and other types of financial instruments (including, but not limited to, prepaid variable forward contracts, equity swaps, collars and exchange funds), and limited recourse loans to the executive officer, Trustee or Director secured by Units or other securities of the Trust.

### **Compensation Recoupment Policy**

The Trust and the GP Board have implemented a clawback policy that applies to all executives of Master GP and the Named Executive Officers with respect to all incentive compensation awards made from and after February 2015. Under the policy, the Trust can recoup incentive-based compensation in the event of a financial restatement and a determination by the Trust Board of misconduct by such individual.

### **Compensation Components**

The compensation of the Named Executive Officers reflects a balanced approach which includes immediate, short-term and in some cases long-term incentives. Compensation consists of three principal elements:

- base salary, which is determined (and paid) by DAM with regard to comparative salaries in the industry adjusting for the experience, skill and contribution to the overall well-being of the Trust;
- performance-based annual cash bonus, which is determined and paid by DAM; and
- periodic grants of Deferred Trust Units under the Deferred Unit Incentive Plan as determined by the Trust Board.

The Named Executive Officers do not benefit from medium-term incentives or pension plan participation. Perquisites and personal benefits are not a significant element of compensation of the Named Executive Officers.

The Trust does not have a unit option plan and options are not an element of executive compensation.

The specific practices regarding each element of the Named Executive Officers' compensation are described below.

### **Base Salaries**

Base salaries are intended to provide sufficient annual cash in order for Named Executive Officers to reduce stress and to have flexibility in their personal lives. Base salaries are paid by DAM and are typically determined annually on an individual basis, taking into consideration the past, current and potential contribution to the Trust's success, the position and responsibilities of the Named Executive Officers and competitive industry pay practices. Each year an annual review of publicly disclosed compensation from organizations similar to the Trust is by DAM conducted taking into account comparative revenues, assets, and complexity of managing the Trust. Base salaries are intended to be competitive with the comparator group.

### **Annual Cash Incentive Bonus**

The Named Executive Officers are entitled, at the discretion of DAM, to earn annual bonuses depending upon individual performance and the performance of the Trust. Annual cash incentives are used to motivate and reward the Named Executive Officers for achievements towards annual and long-term individual goals. Awards of cash bonuses vary based on individual's position and contributions to the Trust's overall performance.

Annual cash incentive bonus awards are calculated and paid by DAM as a percentage of each Named Executive Officer's base salary based on achievement of predetermined performance goals for the year. The actual cash bonus payable is based on achievement of individual and corporate goals relating to the Trust. The Named Executive Officer's overall performance is reviewed by DAM against his or her goals in determining the bonus payout.

### **Long-Term Incentives**

The Trust's long-term incentive equity-based compensation plan is its Deferred Unit Incentive Plan.

The Trust Board awards Deferred Trust Units to encourage the Named Executive Officers to own and hold equity and tie their long-term interests directly to those of the Unitholders. For more information about long-term incentives, see "Incentive Plan Awards".

The Trust Board assesses the Named Executive Officer's overall performance against the corporate goals of the Trust and determines the amount of the award of Deferred Trust Units taking into account grants in prior years.

### **Benchmarking**

Given the diverse nature of the business of Dream Alternatives, there are a limited number of directly comparable public companies. Accordingly, in determining benchmarks for executive compensation for the Named Executive Officers, a group of public issuers was selected by DAM based on market capitalization, composition of assets and complexity of business structure.

The comparator group was comprised of the following public companies:

- Boralex Power Income Fund
- Dream Industrial REIT
- Dream Office REIT
- Dream Unlimited Corp.
- MCAN Mortgage Corporation
- Morguard REIT
- Tricon Asset Management
- Timbercreek Mortgage Investment Corporation
- Trez Capital Mortgage Investment Corporation

Based on the foregoing comparator group, DAM has advised that it believes the compensation of the Named Executive Officers is competitive with the comparator group.

### **Evaluating Performance and Determining Compensation of Named Executive Officers**

Performance goals are a combination of financial objectives that can be achieved in a particular year, financial and non-financial goals that will take more than one year and non-financial goals that will promote good business practices

and increase internal and external goodwill. Individual and corporate goals relating to the Trust are developed annually at the end of each year for the following year.

Each individual and corporate performance goal is not weighted and there is no specific formula applied to determine the amount of a Named Executive Officer's annual cash bonus and long-term incentive awards. Discretion is exercised in evaluating the performance of the Trust in light of the goals and determining whether overall a Named Executive Officer meets his or her goals relating to the Trust. Cash compensation is determined by DAM based on how well the Named Executive Officers perform towards achieving the individual and corporate goals and the Trust Board considers performance against our corporate goals in determining grants under the Deferred Unit Incentive Plan, in each case, given the underlying market conditions. In scoring the Named Executive Officer's performance, a number of external factors encountered by the Trust and the Trust's ability to manage and mitigate such factors are considered, and judgment is applied in determining whether more weight should be given to certain goals over others in assessing performance or whether performance as originally contemplated by the goals set at the beginning of the year should be considered in determining the Named Executive Officer's compensation.

### **Corporate Performance Goals**

Dream Alternatives' corporate performance goals for 2014 were as follows:

- Continuing to manage the Initial Assets while rebalancing and growing the portfolio to generate consistent and higher returns
- Repatriate capital from the original loan portfolio and redeploy proceeds into real estate, real estate lending, real estate development and renewable power investments at more attractive risk-adjusted returns
- Manage Unitholder base so that former investors of the ROI Funds can exit and management can attract new long term investors
- Establish marketing strategy for the Trust with analysts and retail and institutional investors
- Fully integrate Dream Alternatives within the broader Dream platform
- Work with DAM to establish, hire and lead a strong team to manage first-time public reporting requirements for the Trust

With respect to our performance against these corporate goals:

- In 2014, we were successful in repositioning 17% of the original portfolio of the Initial Assets into real estate, real estate lending and renewable power investments at more attractive risk adjusted returns, in line with its stated long term strategy.
- We are ahead of schedule on our repatriation of capital from the original loan portfolio and have committed to approximately \$130 million of equity in new investments at more attractive risk-adjusted returns. The weighted average yield on all committed investments was approximately 9.7%. We are continuing to reposition the portfolio to maximize the cash flow generation potential of the Trust.
- Since the Initial Public Offering, over 30% of the Units have traded, which provided for significantly improved liquidity relative to the former ROI Funds. Since taking over management of the assets, we have been in constant communication with retail and institutional investors about the Trust both in Canada and overseas.
- In 2014, DAM hired a dedicated investor relations resource for the Trust. In addition, we completed the design and creation of a comprehensive website, investor materials, a monthly newsletter and participated in numerous marketing initiatives, conference calls and roadshows with retail and institutional investors for the Trust. During the year, as part of a joint initiative across the Dream organization, we launched an enterprise-wide software platform to facilitate, manage and organize our investor relations activities for Dream Alternatives, which now houses key details of activities relating to over 2,200 retail and institutional investors for the Trust, in addition to other Dream Entities.
- Dream Alternatives is fully integrated within the broader Dream platform with respect to sourcing of investment opportunities and with respect to other support services including accounting, finance, tax, debt, treasury, marketing and legal.
- Management of DAM hired and led a dedicated team to successfully meet the Trust's complex first time public reporting requirements and disclosures.

## Evaluating Performance and Determining Compensation of Named Executive Officers – Individual Component

### Evaluating Performance and Determining Compensation of the Chief Executive Officer

Michael Cooper, the Chief Executive Officer of DAM, has performed a similar function to that of a Chief Executive Officer of the Trust since the Trust’s formation. Given that 2014 is the Trust’s first year as a public company, Michael’s goals are substantially the same as Dream Alternatives’ corporate goals. The Trust Board and the GP Board determined that all of Dream Alternatives’ corporate goals for 2014 were met and based on his performance DAM has advised that Michael was granted a bonus of \$179,375. In February 2015, the Trust Board awarded Michael 6,000 Deferred Trust Units.

### Evaluating Performance and Determining Compensation of the Chief Financial Officer

Cecilia Williams was Vice President, Finance of DAM from January 17, 2014 to January 23, 2015 and during that period performed similar function to that of a Chief Financial Officer of the Trust. Although Cecilia had specific individual performance goals for 2014, given her departure in January 2015, Cecilia was not awarded any incentive compensation (either in the form of cash bonus or Deferred Units) in respect of the 2014 year and so Cecilia’s performance was not measured against her personal goals.

### Summary Compensation Chart

The following table sets forth information concerning the compensation earned by each Named Executive Officer since the Initial Public Offering attributable to the services they provided to the Trust in their capacities as Named Executive Officers.

Name and principal position	Year	Salary	Unit-Based Awards <sup>(1)(2)</sup>	Non-Equity Incentive Plan Compensation		All other Compensation <sup>(3)</sup>	Total Compensation
				Annual incentive plans (Bonus)	Long-term incentive plans		
<b>Michael Cooper<sup>(4)</sup></b> Chief Executive Officer of DAM	2014	\$139,553	\$42,540	\$179,375	N/A	Nil	\$361,468
<b>Cecilia Williams<sup>(5)</sup></b> Vice President, Finance of DAM	2014	\$56,712	\$42,540	Nil	N/A	Nil	\$99,252

#### Notes:

- (1) Deferred Trust Units granted vest over a five-year period with one fifth of the Deferred Trust Units vesting each year. Amounts are determined based on the grant date fair value of Deferred Trust Units multiplied by the number of Deferred Trust Units granted in the year as follows: Mr. Cooper – 2014: \$7.09 x 6,000; Ms. Williams – 2014: \$7.09 x 6,000. For more information on the Deferred Unit Incentive Plan, see “—Deferred Unit Incentive Plan”.
- (2) If the grant date fair value of Deferred Trust Units was determined as at March 15, 2015, the amounts would be as follows: Mr. Cooper – 2014: \$39,360; Ms. Williams – 2014: \$39,360.
- (3) Perquisites and personal benefits for each of the Named Executive Officers did not exceed the lesser of \$50,000 and 10% of the individual’s salary for the year.
- (4) Mr. Cooper did not receive any compensation in his capacity as a Director of Master GP.
- (5) Cecilia Williams fulfilled the duties of the Chief Financial Officer until January 23, 2015.

## Incentive Plan Awards

### Outstanding Unit-Based Awards at December 31, 2014

Name	Unit-based awards – Aggregate holdings of Units <sup>(1)</sup>	Unvested Units as at December 31, 2014 <sup>(2)</sup>	
		(#)	(\$)
<b>Michael Cooper</b> Chief Executive Officer of DAM	6,142	6,142	41,643
<b>Cecilia Williams<sup>(3)</sup></b> Vice-President, Finance of DAM	6,142	6,142	41,643

#### Notes:

- (1) Includes Deferred Trust Units and Income Deferred Trust Units that have not vested, as well as those that would have vested, but were deferred at the election of the Named Executive Officer. Such units vest on a five year vesting schedule, with no adjustment for performance goals or other conditions. See “Deferred Unit Incentive Plan”.
- (2) Based on the closing price on the TSX as at December 31, 2014 of \$6.78 per Unit.
- (3) Cecilia Williams fulfilled the duties of the Chief Financial Officer until January 23, 2015.

#### Deferred Unit Incentive Plan

The Trust Board may designate individuals eligible to receive grants of Deferred Trust Units. In determining grants of Deferred Trust Units, an individual’s performance and contributions to the Trust’s success, relative position, tenure and past grants are taken into consideration.

Eligible Participants (as defined in the Deferred Unit Incentive Plan) who may participate in the Deferred Unit Incentive Plan consist of: (a) the Trustees, officers or employees of the Trust, Master LP or any of its subsidiaries; (b) employees or officers of certain service providers (including DAM) who spend a significant amount of time and attention on the affairs and business of one or more of the Trust, Master LP and its subsidiaries; (c) employees, officers and Directors of Master GP; and (d) DAM.

The Deferred Unit Incentive Plan provides for the grant to Eligible Participants of Deferred Trust Units. Income Deferred Trust Units are credited based on distributions paid by the Trust on the Units.

Up to a maximum of 3,000,000 Deferred Trust Units and Income Deferred Trust Units are issuable under the Deferred Unit Incentive Plan, representing approximately 4.1% of the number of issued and outstanding Units as of March 23, 2015. As of March 23, 2015, a total of 146,316 Deferred Trust Units and Income Deferred Trust Units have been granted (or credited, in the case of Income Deferred Trust Units) under the Deferred Unit Incentive Plan (representing approximately 0.2% of the issued and outstanding Units) and 2,853,684 Deferred Units remained available for issuance (representing approximately 3.9% of the issued and outstanding Units). As of the same date, no Units (representing approximately 0% of the issued and outstanding Units) have been issued upon the vesting of Deferred Trust Units and Income Deferred Trust Units pursuant to the Deferred Unit Incentive Plan and 146,316 Deferred Trust Units and Income Deferred Trust Units remained outstanding under the Deferred Unit Incentive Plan (representing approximately 0.2% of the issued and outstanding Units). The aggregate of the Units: (a) issued to insiders of the Trust, within any one-year period; and (b) issuable to insiders of the Trust, at any time, under the Deferred Unit Incentive Plan, when combined with all of the Trust’s security based compensation arrangements, shall not exceed 10% of our total issued and outstanding Units.

Under the Deferred Unit Incentive Plan, Deferred Trust Units may be granted from time to time to Eligible Participants at the discretion of the Trust Board. The number of Income Deferred Trust Units credited to a participant are calculated by multiplying the aggregate number of Deferred Trust Units and Income Deferred Trust Units held on the relevant Distribution Record Date by the amount of distributions declared and paid by the Trust on each Unit, and dividing the result by the market value of the Units on the distribution payment date. Market value for this purpose is the volume



weighted average closing price of the Units on the TSX for the five trading days immediately preceding the relevant distribution payment date.

Except as provided below, Deferred Trust Units will vest on either a five-year or a three-year vesting schedule. Deferred Trust Units granted to a participant who is a Director, Trustee or an officer of the Trust or Master GP or to DAM (a “**Five Year Grantee**”), will vest on a five year vesting schedule, pursuant to which one-fifth of the Deferred Trust Units granted to such individual will vest on each anniversary of the grant date for a period of five years. Deferred Trust Units granted to any other participants will vest on a three year vesting schedule, pursuant to which one-third of the Deferred Trust Units granted to such individual will vest on each anniversary of the grant date for a period of three years. Income Deferred Trust Units credited to participants vest on the same five or three year schedule as their corresponding Deferred Trust Units and are issued on the same date as the Deferred Trust Units or Income Deferred Trust Units in respect of which they were credited.

Upon the vesting of Deferred Trust Units and Income Deferred Trust Units, the Trust will issue Units to participants on the basis of one Unit for each Deferred Trust Unit and Income Deferred Trust Unit that has vested. Units are issued by the Trust at no cost to participants. Subject to certain prohibitions on deferrals by participants in the United States, Five Year Grantees have the ability to elect to defer the issuance of Units to them on the vesting of their Deferred Trust Units and Income Deferred Trust Units in respect of any vesting date. Subject to the prohibitions on deferrals by participants in the United States, the issuance of Units to Five Year Grantees may be deferred indefinitely, unless the Five Year Grantee’s employment or term of office is terminated, in which case Units are issued on the relevant date of termination of employment or term of office.

Any unvested Deferred Trust Units or Income Deferred Trust Units held by a participant are forfeited if the employment or term of office of the individual is terminated for any reason, whether voluntarily or involuntarily. However, pursuant to the Deferred Unit Incentive Plan, the Trust Board may, in its discretion if the circumstances warrant, accelerate the vesting of such Deferred Trust Units or Income Deferred Trust Units held by an individual whose employment or term of office is terminated. In these circumstances, any unvested Deferred Trust Units or Income Deferred Trust Units will vest effective upon the termination date of the individual, or on such later date or dates determined by the Trust Board in its discretion.

Deferred Trust Units and Income Deferred Trust Units are non-transferable, except to a participant’s estate, and the rights of participants under the Deferred Unit Incentive Plan are not assignable, except as required by law.

The Trust Board may review and confirm the terms of the Deferred Unit Incentive Plan from time to time and may, subject to applicable stock exchange rules, amend or suspend the Deferred Unit Incentive Plan in whole or in part as well as terminate the Deferred Unit Incentive Plan without prior notice as it deems appropriate; provided, however, that any amendment to the Deferred Unit Incentive Plan that would, among other things, result in any increase in the number of Deferred Trust Units and Income Deferred Trust Units issuable under the Deferred Unit Incentive Plan or permit Deferred Trust Units or Income Deferred Trust Units granted under the plan to be transferable or assignable other than for normal estate settlement purposes are subject to the approval of Unitholders. Without limitation, the Trust Board may, without obtaining the approval of Unitholders, make changes: (a) to correct errors, immaterial inconsistencies or ambiguities in the Deferred Unit Incentive Plan; (b) that are necessary or desirable to comply with applicable laws or regulatory requirements, rules or policies (including stock exchange requirements); and (c) to the vesting provisions applicable to Deferred Trust Units and Income Deferred Trust Units. However, subject to the terms of the Deferred Unit Incentive Plan, no amendment may materially adversely affect the Deferred Trust Units or Income Deferred Trust Units previously granted under the Deferred Unit Incentive Plan without the consent of the affected participant.

In order to comply with U.S. tax regulatory requirements, in 2014, the Deferred Unit Incentive Plan was amended to provide that Eligible Participants for whom the award of Deferred Trust Units or Income Deferred Trust Units would otherwise be subject to U.S. taxation under the United States Internal Revenue Code of 1986 may not elect to defer the issuance of Units to them on the vesting of their Deferred Trust Units and Income Deferred Trust Units (the “**2014 Amendments**”). The 2014 Amendments were made solely to address U.S. tax requirements and would not materially adversely affect the Deferred Trust Units or Income Deferred Trust Units previously granted under the Deferred Unit Incentive Plan without the consent of the affected Eligible Participants. Accordingly, Unitholder approval was not required to be obtained for the 2014 Amendments.

#### ***Incentive Plan Awards – Value vested or earned during the year***

Deferred Trust Units granted to the Named Executive Officers and their related Income Deferred Trust Units vest on a five year vesting schedule, pursuant to which one-fifth of the Deferred Trust Units granted to such individuals and their related Income Deferred Trust Units will vest on each anniversary of the grant date for a period of five years.

Name	Unit-based awards – Value vested during the year <sup>(1)(2)</sup>	Non-equity incentive plan compensation – Value earned during the year
<b>Michael Cooper</b> Chief Executive Officer of DAM	Nil	N/A
<b>Cecilia Williams<sup>(3)</sup></b> Vice-President, Finance of DAM	Nil	N/A

**Notes:**

- (1) Based on the closing price on the TSX per Unit as at the vesting date.
- (2) Includes Deferred Trust Units that vested but were deferred indefinitely at the election of the Named Executive Officer. Income Deferred Trust Units continue to be credited to holders of such Deferred Units. See “Deferred Unit Incentive Plan”.
- (3) Cecilia Williams fulfilled the duties of the Chief Financial Officer until January 23, 2015.

**Securities Authorized for Issuance under Equity Compensation Plans**

The following table provides a summary as of December 31, 2014, of the Deferred Unit Incentive Plan, being the only equity compensation plan of the Trust pursuant to which equity securities of the Trust may be issued.

Plan Category	Number of Units to be issued upon vesting of Deferred Units	Weighted-average exercise price of unvested Deferred Units	Number of Deferred Units remaining available for future grant under the Deferred Unit Incentive Plan <sup>(1)</sup>
Equity compensation plans approved by Unitholders	76,269	N/A	2,923,731

**Notes:**

- (1) 3,000,000 Deferred Units are authorized under the Deferred Unit Incentive Plan

**Termination and Change of Control**

There are no pre-defined termination payments or change in control arrangements for the Named Executive Officers.

**Non-IFRS Measures**

The Trust’s consolidated financial statements are prepared in accordance with IFRS. In this “Executive Compensation” section, the Trust discloses and discusses certain non-IFRS financial measures including AFAD, FAD and NOI, as well as other measures discussed elsewhere in this Circular. These non-IFRS measures are not defined by IFRS, do not have a standardized meaning and may not be comparable with similar measures presented by other issuers. The Trust has presented such non-IFRS measures as management believes they are relevant measures of our underlying operating performance and debt management. Non-IFRS measures should not be considered as alternatives to net income, total comprehensive income, cash flows generated from operating activities or comparable metrics determined in accordance with IFRS as indicators of the Trust’s performance, liquidity, cash flow and profitability. See the Glossary of Terms set out in Appendix A for definitions of AFAD, FAD and NOI. For a full description of these measures and, where applicable, a reconciliation to the most directly comparable measure calculated in accordance with IFRS, please refer to the “Non-IFRS Measures” section in our 2014 MD&A.



# TRUSTEE AND DIRECTOR COMPENSATION AND MEETING INFORMATION

## HIGHLIGHTS OF TRUSTEE AND DIRECTOR COMPENSATION:

- The objectives of the Trustees' and Directors' compensation program include aligning the interests of the Trustees and the Directors with the interests of Unitholders; attracting, retaining and motivating the Trustees and the Directors who will contribute to the success of the Trust and Master LP, respectively; and providing fair and competitive compensation that takes into account the time commitment and responsibilities of the Trustees and the Directors
- The Trust does not have a unit option plan and options do not form part of trustee or director compensation
- All Trustees and Directors are subject to minimum equity ownership requirements

The Trustees' and Directors' compensation program is designed to attract and retain the most qualified individuals to serve on the Trust Board and the GP Board. In either case, the compensation program integrates the following objectives: (a) to align the interests of the Trustees and the Directors with the interests of Unitholders; (b) to attract, retain and motivate the Trustees and the Directors who will contribute to the success of the Trust and Master LP, respectively; and (c) to provide fair and competitive compensation that takes into account the time commitment and responsibilities of the Trustees and the Directors.

The Trustee and Director compensation packages include the following components: (a) an annual retainer; (b) Deferred Trust Units; (c) fees for service as Chair of the Trust Board and/or the GP Board, and as a committee chair of the Trust Board and/or the GP Board; and (d) Trust Board, GP Board and committee meeting attendance fees. The Trust Board reviews the adequacy and form of the Trustees' compensation and the Governance, Compensation and Environmental Committee reviews the adequacy and form of the Directors' compensation, in each case, on an annual basis. Any individual serving as both a Trustee and a Director in a given year receives only one annual retainer for such individual's service as a Trustee and a Director, and there is similarly no duplication of the additional retainer fees for an individual's service as Chair, or as the chair of an audit committee, as applicable. To the extent meetings of the Trust Board, the GP Board and/or their respective audit committees (when applicable) are held on the same date, meeting attendance fees will only be paid for one board meeting and/or one audit committee meeting (as applicable) to those Directors who also serve as Trustees.

Type of Fee	Amount
Annual Retainer <sup>(1)</sup>	\$45,000/year
Chair's Annual Retainer <sup>(2)</sup>	\$80,000/year
Audit Committee Chair Annual Retainer	\$10,000/year
Other Committee Chair Annual Retainer	\$5,000/year
Meeting Attendance Fee (Trust Board and GP Board)	\$1,500/meeting
Other Committee Meeting Attendance Fee	\$1,500/meeting

**Notes:**

- (1) Trustees and Directors may elect to be paid the annual board retainer in cash or in an equivalent value of Deferred Trust Units granted under the Deferred Unit Incentive Plan.
- (2) The Chair of the Board receives such amount if he or she is not an employee of the Trust or Master GP or one of their respective subsidiaries, but does not receive any other fees for board or committee meetings attended.

Trustees and Directors are reimbursed for their out-of-pocket expenses incurred in acting in such capacity. In addition, Trustees and Directors are entitled to receive remuneration for services rendered to the Trust or Master LP in any other capacity, except in respect of their service as directors or trustees of any subsidiary of the Trust or Master LP. Directors who are employees of DAM (i.e., Michael Cooper, Pauline Alimchandani and Jane Gavan) are not entitled to receive any remuneration for their services as Directors, but are entitled to reimbursement of their out-of-pocket costs incurred in acting as Directors.

Trustees and Directors may participate in the Deferred Unit Incentive Plan. If a Trustee or Director elects to be paid an equivalent value of Deferred Trust Units, the Trust will credit to the applicable Trustee's or Director's account such number of Deferred Trust Units equal to the total amount of the retainer(s) deferred, divided by the fair market value of the Units based on the weighted average closing price of the Units on the TSX for five trading days immediately preceding the grant date on the date of the award. In addition, Trustees and Directors are eligible to receive awards of Deferred Trust Units as designated by the Trust Board. See "Named Executive Officer Compensation - Incentive Plan Awards".

The following table provides a summary of the compensation earned by the Trustees and Directors who are not Named Executive Officers, for the year ended December 31, 2014:

Name	Unit-based awards	Non-equity incentive plan compensation	Annual Board Retainer	Board and Committee, Chair Fees	Board and Committee Meeting Fees	Total Fees (Taken in Cash and/or Deferred Trust Units)	All Other Compensation	Total
James Eaton	\$42,540	N/A	\$45,000	\$5,000	\$6,000	\$6,000 Cash \$50,000 Deferred Trust Units	N/A	\$98,540
Joanne Ferstman	\$42,540	N/A	\$45,000	N/A	\$4,500	\$4,500 Cash \$45,000 Deferred Trust Units	N/A	\$92,040
Jane Gavan	\$42,540	N/A	N/A	N/A	N/A	\$42,540 Deferred Trust Units	N/A	\$42,540
David Kaufman	\$42,540	N/A	\$80,000	N/A	N/A	\$80,000 Cash	N/A	\$122,540
Andrew Lapham	\$42,540	N/A	\$45,000	\$10,000	\$6,000	\$6,000 Cash \$55,000 Deferred Trust Units	N/A	\$103,540

## Incentive Plan Awards

### Outstanding Unit-Based Awards at December 31, 2014

Name	Unit-based awards – Aggregate holdings of Units <sup>(1)</sup>		Unvested Units as at December 31, 2014 <sup>(2)</sup>	
	(#)		(#)	(\$)
James Eaton	13,580		13,580	92,073
Joanne Ferstman	12,836		12,836	87,030
Jane Gavan	6,142		6,142	41,644
David Kaufman	6,142		6,142	41,644
Andrew Lapham	14,324		14,324	97,116

#### Notes:

- (1) Includes Deferred Trust Units and Income Deferred Trust Units that have not vested, as well as those that would have vested, but were deferred at the election of the Trustee. Such Units vest on a five year vesting schedule, with no adjustment for performance goals or other conditions. See “Deferred Unit Incentive Plan”.
- (2) Based on the closing price on the TSX as at December 31, 2014 of \$6.78 per Unit.

### Incentive Plan Awards – Value Vested or Earned During 2014

Deferred Trust Units granted to the Trustees and the Directors and their related Income Deferred Trust Units vest on a five year vesting schedule, pursuant to which one-fifth of the Deferred Trust Units granted to such individuals and their related Income Deferred Trust Units will vest on each anniversary of the grant date for a period of five years.

Name	Unit-based awards – Value vested during the year <sup>(1) (2)</sup>	Non-equity incentive plan compensation – Value earned during the year
James Eaton	Nil	N/A
Joanne Ferstman	Nil	N/A
Jane Gavan	Nil	N/A
David Kaufman	Nil	N/A
Andrew Lapham	Nil	N/A

**Notes:**

- (1) Based on the closing price on the TSX per Unit as at the vesting date.
- (2) Includes Deferred Trust Units that vested but were deferred indefinitely at the election of the Trustee. Income Deferred Trust Units continue to be credited to holders of such Deferred Units. See “Deferred Unit Incentive Plan”.

### Trustee Unit Ownership Guidelines

The Trust Board has adopted a unit ownership policy requiring that each independent Trustee own Units or Deferred Trust Units with an aggregate value of at least three times the amount of their annual retainer (calculated including equity grants) over a five-year period, commencing twelve months after the date of their election or appointment. All Trustees currently meet this requirement.

### 2014 Trustee and Director Attendance Record

The table below provides a summary of the attendance of the Trustees and the Directors at the Trust Board and the GP Board and committee meetings, as applicable, held during the year ended December 31, 2014. Attendance is a critical element for the Trustees and the Directors to perform their duties and responsibilities. The Trustees and the Directors are expected to attend all Trust Board, GP Board and committee meetings, as applicable, and the Boards do their best to arrange meetings so that all Trustees and Directors can attend, although circumstances do arise where it is impossible for a Trustee or Director to make a meeting particularly when the meetings are called on short notice.

Trust Board/GP Board/Committee	Number of meetings	Attendance
Regular Trust Board Meetings	2	100%
Additional Trust Board Meeting	1	100%
Audit Committee of the Trust Board Meeting	1	100%
Regular GP Board Meetings	2	100%
Additional GP Board Meeting	1	100%
Audit Committee of the GP Board Meeting	1	100%
Governance, Compensation and Environmental Committee of the GP Board Meeting	N/A	N/A
<b>Total meetings held and overall average attendance</b>	<b>8</b>	<b>100%</b>

## OTHER INFORMATION

### Trustees' Liability Insurance

The Trust carries trustees' and officers' liability insurance with a total annual aggregate policy limit of \$40 million (comprised of a \$10 million primary policy and \$30 million in excess policies). Under this insurance coverage, the Trust will be reimbursed for payments made under indemnity provisions on behalf of Trustees contained in the Declaration of Trust, and pursuant to individual indemnity agreements between the Trust and each Trustee (the "**Indemnities**") subject to a deductible payable by the Trust of \$100,000 for securities claims and all other claims. The Declaration of Trust and the Indemnities provides for the indemnification in certain circumstances of Trustees from and against liability and costs in respect of any action or suit against them in respect of the execution of their duties of office.

### Indebtedness of Trustees

There is no indebtedness of the Trustees, Directors or Named Executive Officers to the Trust.

### Interest of Informed Persons in Material Transactions

Except as described below or otherwise disclosed in this Circular, no Trustee, or Unitholder that beneficially owns, or controls or directs more than 10% of the Units, or any associate or Affiliate of any of the foregoing persons, has or has had any material interest in any transaction since the Trust was formed on April 28, 2014, or any proposed transaction, that has materially affected or would materially affect the Trust, Master LP or any of its subsidiaries. See also "Voting Information — Principal Holders of Voting Securities".

Except as otherwise disclosed in this Circular, the Trust and management are not aware of any material interest, direct or indirect, of any Trustee, executive officer of the Trust, trustee, director or executive officer of any subsidiary of the Trust, any person or company who beneficially owns, directly or indirectly, voting securities of the Trust or who exercises control or direction over voting securities of the Trust or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Trust, any trustee, director or executive officer of any such person or company, or any associate or affiliate of any of the foregoing, in any transaction since the Trust was formed on April 28, 2014 or in any proposed transaction which has materially affected or would materially affect the Trust or its subsidiaries. See also "Voting Information — Principal Holders of Voting Securities".

Dream Office REIT is a co-owner of the Co-owned Properties and provides certain property management services in connection with the Co-owned Properties.

### Management Agreement

The Trust, Master LP and DAM are parties to a management agreement (the "**Management Agreement**"). Pursuant to the Management Agreement, DAM performs asset management services for the Trust and Master LP. Total fees incurred under the Management Agreement in 2014 were \$5.1 million. The head office of DAM is located at 30 Adelaide Street East, Suite 1600, Toronto, Ontario, M5C 3H1. DAM is a subsidiary of Dream and an associate of Michael Cooper. As of the date of this Circular, the directors of DAM are Michael Cooper, Joanne Ferstman, Richard Gateman, Jane Gavan, Ned Goodman, Jennifer Lee Koss, Vicky Schiff and Vincenza Sera and the executive officers of DAM are Michael Cooper, Jane Gavan, Pauline Alimchandani, Daniel Marinovic and Jason Lester. Each of the foregoing individuals is resident in Ontario other than Richard Gateman, Jane Gavan and Vicky Schiff who are resident in Alberta, Utah and California, respectively. See also "Governance – Trust Board – Asset Management".

For more information, the Management Agreement is described in the most recent annual information form of the Trust and a copy is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The address for Dream and each of the parties to the Management Agreement is State Street Financial Centre, 30 Adelaide Street East, Suite 1600, Toronto, ON M5C 3H1.

### **Other Business**

Management does not currently know of any matters to be brought before the Meeting other than those set forth in the Notice of Meeting accompanying this Circular.

### **Additional Information**

Additional information relating to the Trust is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on our website at [www.dreamalternatives.ca](http://www.dreamalternatives.ca). Unitholders may request copies of the Trust's financial statements and management's discussion and analysis by sending a request in writing to:

Dream Hard Asset Alternatives Trust  
c/o Dream Asset Management Corporation  
Attention: Chief Financial Officer  
30 Adelaide Street East, Suite 1600  
Toronto, Ontario  
M5C 3H1

## TRUST BOARD APPROVAL

The contents and sending of this Circular have been approved by the Trust Board.

**DATED** at Toronto, Ontario, the 23<sup>rd</sup> day of March, 2015.

By Order of the Board of Trustees

By: 

PAULINE ALIMCHANDANI  
Chief Financial Officer of DREAM Asset  
Management Corporation

## APPENDIX A GLOSSARY OF TERMS

The following is a glossary of terms used frequently throughout the Meeting Materials.

“**2014 Amendments**” has the meaning given in the section entitled “Executive Compensation – Deferred Unit Incentive Plan”.

“**2014 Annual Information Form**” means the Trust’s annual information form dated March 30, 2015.

“**2014 MD&A**” means the Trust’s management’s discussion and analysis of financial condition and results of operations in respect of our 2014 financial year, a copy of which has been filed on SEDAR.

“**affiliate**” has the meaning ascribed thereto in National Instrument 45-106 – Prospectus and Registration Exemptions.

“**AFAD**” means adjusted funds available for distribution, being FAD, subject to certain adjustments, including adjustments in respect of (i) straight-line rents; (ii) interest earned on residential developments and investment holdings; (iii) distributions received from development and investment holdings available-for-sale for the current period; (iv) amortization of discounts and premiums on assumed mortgages receivable; (v) lender fees received during the current period; (vi) Deferred Unit compensation expense; (vii) normalized initial direct leasing costs and lease incentives; and (viii) other adjustments as we may determine from time to time. We believe that AFAD is a key measure of our economic performance; however, it is not defined by IFRS, does not have a standard meaning and may not be comparable with similar measures presented by other investment trusts. See our 2014 MD&A for a reconciliation of AFAD to net income.

“**associate**” has the meaning ascribed thereto in the *Securities Act* (Ontario).

“**Board**” means either the Trust Board or the GP Board and “**Boards**” means both of them.

“**Business Day**” means a day, other than a Saturday, Sunday or statutory holiday, on which Canadian chartered banks are generally open in Toronto, Ontario for the transaction of banking business.

“**Circular**” means this management information circular dated March 23, 2015.

“**Code of Conduct**” has the meaning given in the section entitled “Statement of Corporate Governance Practices – Code of Conduct”.

“**Co-owned Properties**” means the \$240 million of commercial income producing properties for which the Trust is co-owner with Dream Office REIT.

“**DALP Limited Partnership Agreement**” means the amended and restated limited partnership agreement between Master GP and the Trust entered into on July 8, 2014.

“**DAM**” means DREAM Asset Management Corporation, a corporation governed by the laws of British Columbia and a subsidiary of Dream, and being the asset management of the Trust and Master LP.

“**Declaration of Trust**” means the amended and restated declaration of trust of the Trust dated as of July 8, 2014, as amended or amended and restated from time to time.

“**Deferred Trust Units**” means deferred trust units under the Deferred Unit Incentive Plan.

“**Deferred Unit Incentive Plan**” means the deferred unit incentive plan of the Trust.

“**Deferred Units**” means Deferred Trust Units and Income Deferred Trust Units.

“**Distribution Record Date**” means, unless otherwise determined by the Trust Board, the last Business Day of each month of each year, except for the month of December where the Offering Record Date shall be December 31.

“**Directors**” means members of the GP Board.

“**Disclosure Policy**” means the disclosure policy of the Trust.

“**Diversity Policy**” has the meaning given in the section entitled “Statement of Corporate Governance Practices – Diversity Policy”.

“**Dream**” means DREAM Unlimited Corp., a corporation governed by the laws of Ontario.

“**Dream Alternatives**” means the Trust together with Master LP and Master GP and their subsidiaries.



“**Dream Entities**” means Dream Unlimited Corp., Dream Office REIT, Dream Industrial REIT, Dream Global REIT and the Trust.

“**Dream Global REIT**” means Dream Global Real Estate Investment Trust, an unincorporated, open-ended real estate investment trust governed by the laws of the Province of Ontario.

“**Dream Industrial REIT**” means Dream Industrial Real Estate Investment Trust, an unincorporated open-ended real estate investment trust governed by the laws of the Province of Ontario.

“**Dream Office REIT**” means Dream Office Real Estate Investment Trust, an unincorporated, open-ended real estate investment trust governed by the laws of the Province of Ontario.

“**FAD**” means funds available for distribution, being net income, determined in accordance with IFRS, subject to certain adjustments, including adjustments in respect of (i) amortization of lease incentives; (ii) depreciation and amortization; (iii) amortization of lender fees received; (iv) fair value changes in income properties; (v) fair value loss changes in development and investment holdings; (vi) deferred income tax expenses; (vii) gains on acquisitions and acquisition-related costs; and (viii) other adjustments as we may determine from time to time. We believe that FAD is a key measure of our economic performance; however, it is not defined by IFRS, does not have a standard meaning and may not be comparable with similar measures presented by other investment trusts. See our 2014 MD&A for a reconciliation of FAD to net income.

“**Governmental Authority**” means any: (i) multinational, federal, provincial, territorial, state, regional, municipal, local or other government, governmental or public department, court, tribunal, commission, board or agency, domestic or foreign; or (ii) regulatory authority, including any securities commission or stock exchange.

“**GP Board**” means the board of directors of Master GP.

“**IFRS**” means International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the Chartered Professional Accountants of Canada in Part I of The Chartered Professional Accountants Canada Handbook – Accounting, as amended from time to time.

“**Income Deferred Trust Units**” means income deferred trust units under the Deferred Unit Incentive Plan.

“**Independent Director**” means a Director that is independent within the meaning of NI 58-101. Pursuant to NI 58-101, an Independent Director is one who is not an employee or executive officer of the Trust and who is free from any direct or indirect relationship which could, in the view of the GP Board, be reasonably expected to interfere with such Director’s independent judgment. The same concept applies to Trustees who are considered to be “independent” within the meaning of NI 58-101.

“**Initial Assets**” means the real property, mortgages secured by real property, loans secured by, or that provide a participating interest in, real property or participations in such mortgages or loans, together with partial ownership positions in real property by way of a limited partnership or co-ownership investment or otherwise, and such other assets that Master LP acquired, directly or indirectly, pursuant to the Reorganization.

“**Initial Public Offering**” means the initial public offering of the Trust, which was completed on July 8, 2014.

“**intermediary**” refers to a bank, trust company, securities dealer or broker, or director or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan.

“**Management Agreement**” has the meaning ascribed thereto under “Other Information - Interest of Informed Persons in Material Transactions – Management Agreement”.

“**Master GP**” means Dream Alternatives Master GP, the general partner of Master LP and a wholly-owned subsidiary of DREAM.

“**Master LP**” means Dream Alternatives Master LP, a limited partnership formed under the laws of the Province of Ontario.

“**Meeting**” means the annual meeting of Unitholders to be held on Tuesday, May 12, 2015 at 4:00 p.m. (Toronto time), and any postponements or adjournments thereof.

“**Meeting Materials**” means collectively, the Notice of Meeting, the Circular and the form(s) of proxy.

“**Named Executive Officers**” has the meaning given in the section entitled “Executive Compensation – Named Executive Officers”.

“**NI 45-106**” means National Instrument 45-106 – Prospectus and Registration Exemptions.

“**NI 52-110**” means National Instrument 52-110 – Audit Committees.

“**NI 58-101**” means National Instrument 58-101 – Disclosure of Corporate Governance Practices.

“**Notice of Meeting**” means the notice of meeting accompanying the Circular.

“**OBCA**” means the *Business Corporations Act* (Ontario).

“**person**” includes any individual, firm, partnership, limited partnership, limited liability partnership, joint venture, venture capital fund, limited liability company, unlimited liability company, association, trust, director, executor, administrator, legal personal representative, estate, group, body corporate, trust, unincorporated association or organization, Governmental Authority, syndicate or other entity, whether or not having legal status.

“**Record Date**” means April 2, 2015, the date for the determination of Unitholders entitled to receive notice of and vote at the Meeting.

“**REIT**” means a real estate investment trust.

“**RESP**” means a registered education savings plan.

“**Reorganization**” means the multi-stage transaction involving the reorganization of the ROI Funds that occurred on July 8, 2014 and pursuant to which, among other things, Master LP acquired the Initial Assets and following which the completion of the closing of the Initial Public Offering occurred.

“**ROI Funds**” means, collectively, ROI Canadian High Income Mortgage Fund, ROI Canadian Mortgage Income Fund, ROI Canadian Real Estate Fund, ROI Institutional Private Placement Fund, ROI Private Trust, ROI Private Capital Trust, ROI Strategic Capital Trust and ROI IPP LP.

“**RRIF**” means a registered retirement income fund.

“**RRSP**” means a registered retirement savings plan.

“**subsidiary**” has the meaning ascribed to it in NI 45-106.

“**TFSA**” means a tax-free savings account.

“**Transfer Agent**” means Computershare Trust Company of Canada and its successors and assigns.

“**Trust**” means DREAM Hard Asset Alternatives Trust, an unincorporated, open-ended limited purpose trust established under the laws of the Province of Ontario.

“**Trust Board**” means the board of trustees of the Trust.

“**Trustee**” means a trustee of the Trust.

“**TSX**” means the Toronto Stock Exchange.

“**Unitholders**” means holders of Units.

“**Units**” means units of interest in the Trust authorized and issued under the Declaration of Trust.

“**Whistleblower Policy**” means the whistleblower policy of the Trust.

## APPENDIX B MANDATE FOR THE TRUST BOARD

The board of trustees (the “**Trust Board**”) of the Trust is elected by the holders of the units of the Trust (the “**Unitholders**”). The Trust Board is responsible for the stewardship of the activities and affairs of the Trust. The Trust Board seeks to discharge such responsibility by reviewing, discussing and approving the Trust’s strategic planning and organizational structure and supervising the asset manager of the Trust to oversee that the strategic planning and organizational structure enhance and preserve the business of the Trust and the underlying value of the Trust. The asset manager of the Trust, DREAM Asset Management Corporation (the “**Asset Manager**”), provides asset management and other services to the Trust. Although trustees may be elected by the Unitholders to bring special expertise or a point of view to Board deliberations, they are not chosen to represent a particular constituency. The best interests of the Trust must be paramount at all times.

### MEETINGS

The Trust Board shall meet at least once in each quarter, with additional meetings held as necessary to carry out its duties effectively. The Trust Board will hold a special meeting at least once a year to specifically discuss strategic planning and to review, discuss and approve the annual investment plan, which will be presented to the Trust by the Asset Manager. At the conclusion of every meeting of the Trust Board, the Trustees shall have an “in camera” session without any representatives of the Asset Manager present, with such meetings to be chaired by the chair of the Trust Board. The procedures for meetings of the Trust Board shall be determined by the chair, unless otherwise determined by the declaration of trust of the Trust, as amended and restated from time to time or a resolution of the Trust Board.

### DUTIES OF TRUSTEES

The Trust Board discharges its responsibility for overseeing the management of the Trust’s activities and affairs by delegating to representatives of the Asset Manager the responsibility for day-to-day activities of the Trust. The Trust has also engaged the Asset Manager to provide certain services to the Trust. The Trust Board discharges its responsibilities both directly and by delegation through its standing Audit Committee. In addition to this regular committee, the Trust Board may appoint *ad hoc* committees periodically to address certain issues of a more short-term nature.

The Trust Board’s primary role is overseeing the performance of the Asset Manager.

Other principal duties of the Trust Board include, but are not limited to the following categories:

#### Appointment of Management

1. The Trust Board is responsible for overseeing the Trust’s relationship with the Asset Manager.
2. The Trust Board may consider the appointment of executive officers and other senior management, and, should it do so, the Trust Board will, to the extent feasible, satisfy itself as to the integrity of these individuals and that they create a culture of integrity throughout the Trust.
3. The Trust Board oversees that succession planning programs, where applicable, are in place.

#### Trust Board Organization

4. The Trust Board is responsible for managing its own affairs by giving its approval for its composition and size, the selection of the chair of the Trust Board, candidates nominated for election to the Trust Board, committee and committee chair appointments, committee charters and compensation of the Trustees. At all times, a majority of the Trustees shall be resident Canadians.
5. The Trust Board may establish committees of the Trust Board, where required or prudent, and define their mandate. The Trust Board may delegate to committees of the Trust Board matters it is responsible for, including the approval of compensation of the Trustees, the conduct of performance evaluations and oversight of internal controls systems, however, the Trust Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
6. The Trust Board will organize a program providing for the orientation of new Trustees and an education program to ensure that the Trustees maintain the skill and knowledge necessary to meet their obligations as Trustees.

7. The Trust Board will review and assess, from time to time, but on not less than an annual basis, its size and composition and review the effectiveness of its operations and its governance policies and procedures. The Trust Board will also review its performance, that of its committees and the contribution of individual Trustees on an annual basis. The Trust Board will adopt and adhere to a formal procedure for evaluating the performance of the Trust Board and the committees of the Trust Board.

### **Strategic Planning**

8. The Trust Board has oversight responsibility to participate directly, and through any committees of the Trust Board, in reviewing, questioning and approving the objectives and strategy of the Trust, including approving major decisions of the Trust and reviewing major strategic initiatives proposed by the Asset Manager to determine whether these accord with the long-term goals of the Trust.
9. The Trust Board is responsible for participating in the development of, and reviewing and approving, the business, financial and strategic plans by which it is proposed that the Trust may reach those goals, including reviewing and approving the annual investment plan presented to the Trust Board by the Asset Manager.
10. The Trust Board is responsible for supervising the activities, managing the investments and affairs of the Trust, including assessing performance of the Trust's investments against the approved annual investment plan.
11. The Trust Board will consider alternate strategies in response to possible change of control transactions or take-over bids with a view to maximizing value for Unitholders.
12. The Trust Board is responsible for monitoring and assessing the resources required to implement the Trust's business, financial and strategic plans and for safeguarding the Trust's equity interests, including through approving issuances of debt and equity securities, periodically reviewing the debt strategy of the Trust and the setting of an appropriate distribution policy for the Trust.

### **Monitoring of Financial Performance and Other Financial Reporting Matters**

13. The Trust Board is responsible for enhancing congruence between expectations of the Unitholders, the plans of the Trust and the performance of the Asset Manager.
14. The Trust Board is responsible for adopting processes for monitoring the Trust's progress toward its strategic and operational goals, and to revise and alter its direction to senior management of the Asset Manager in light of changing circumstances affecting the Trust.
15. The Trust Board is responsible for reviewing and approving the reports issued to Unitholders, including annual financial statements, interim financial statements and the notes accompanying such financial statements.
16. The Trust Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Trust Board is required to approve under the Trust's declaration of trust and other governing documents, including the payment of distributions, purchases and redemptions of securities, acquisitions and dispositions.
17. The Trust Board is responsible for reviewing and making recommendations with respect to any equity compensation plans of the Trust or changes to such plans, including, in particular, the Trust's deferred unit incentive plan, including recommendations as to whom should receive grants of deferred units, the terms of such grants and the overall level of outstanding deferred units.

### **Risk Management**

18. The Trust Board is responsible for overseeing the identification of the principal risks of the business of the Trust and the implementation of appropriate systems to effectively monitor and manage such risks with a view to the long-term viability of the Trust and achieving a proper balance between the risks incurred and the potential return to Unitholders.

### **Corporate Governance**

19. The Trust Board is generally responsible for promoting effective governance of the Trust, including developing the Trust's approach to corporate governance and for approving policies and procedures to ensure the Trust has appropriate structures in place to permit the Trust Board to effectively discharge its duties and responsibilities.

### **Policies and Procedures**

20. The Trust Board is responsible for:
  - (a) approving and assessing compliance with all significant policies and procedures by which the Trust is operated; and
  - (b) approving policies and procedures designed to ensure that the Trust operates at all times within applicable laws and regulations and in accordance with ethical and moral standards, including complying with the policies of the Trust.
21. The Trust Board is responsible for supporting a corporate culture of integrity and responsible stewardship and overseeing the discharge by the Trust of its responsibilities as a good corporate citizen, including environmental health and safety and social responsibility.
22. The Trust Board shall enforce its policy respecting confidential treatment of the proprietary information of the Trust and the confidentiality of the deliberations of the Trust Board.

### **Miscellaneous**

23. The Trust Board is responsible for:
  - (a) overseeing the accurate reporting of the financial performance of the Trust to Unitholders, other securityholders and regulators on a timely and regular basis;
  - (b) overseeing that the financial results are reported fairly and in accordance with International Financial Reporting Standards and related legal disclosure requirements;
  - (c) encouraging effective and adequate communication with Unitholders, other stakeholders and the public;
  - (d) taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on the Trust;
  - (e) overseeing the Trust's implementation of systems which accommodate feedback from Unitholders;
  - (f) ensuring the integrity and adequacy of internal controls and management information systems;
  - (g) maintaining records and providing reports to Unitholders; and
  - (h) setting an appropriate distribution policy, including determining the amount and timing of distributions to Unitholders.

### **ADVISORS**

The Trust Board may, at the Trust's expense, engage such outside financial, legal or other advisors as it determines necessary or advisable to permit it to carry out its duties and responsibilities, including approving any such advisor's fees and other retention terms.

## APPENDIX C MANDATE FOR THE GP BOARD

Dream Alternatives Master LP is governed by the amended and restated limited partnership agreement between the Corporation, as general partner, and Dream Hard Asset Alternatives Trust (the “**Trust**”) dated July 8, 2014 (the “**Partnership Agreement**”), as the same may be amended from time to time.

The board of directors of the Corporation (the “**Board**”) is responsible for the stewardship of the activities and affairs of the Corporation and, by virtue of the Corporation’s role as the general partner of Dream Alternatives Master LP, is also responsible for conducting, directing and managing all activities of Dream Alternatives Master LP subject to and in accordance with the terms and conditions of the Partnership Agreement.

The Board seeks to discharge such responsibilities by reviewing, discussing and approving the strategic planning and organizational structure of the Corporation and Dream Alternatives Master LP and by supervising DREAM Asset Management Corporation (the “**Asset Manager**”), the asset manager of Dream Alternatives Master LP, to oversee that the strategic planning and organizational structure enhance and preserve the business and underlying value of Dream Alternatives Master LP and the Corporation. The Asset Manager provides asset management and other services to Dream Alternatives Master LP and its subsidiaries.

The Corporation’s articles of incorporation provide that the Board consist of not fewer than one, but not more than 10 directors. The Corporation’s Governance, Compensation and Environmental Committee proposes nominees for election as director and the directors of the Corporation are ultimately elected by DREAM Asset Management Corporation, the sole shareholder of the Corporation.

### MEETINGS

The Board shall meet at least once in each quarter, with additional meetings held as necessary to carry out its duties effectively. The Board will hold a special meeting at least once a year to specifically discuss strategic planning and to review, discuss and approve Dream Alternatives Master LP’s annual investment plan, which will be presented by the Asset Manager. At the conclusion of every Board meeting, the independent directors shall have an in camera session without any representatives of the Asset Manager present, chaired by the Chair of the Board. The procedures for meetings of the Board shall be determined by the Chair, unless otherwise determined by a resolution of the Board.

### DUTIES OF DIRECTORS

The Board discharges its responsibility for overseeing the management of the Corporation’s and Dream Alternatives Master LP’s activities and affairs by delegating to representatives of the Asset Manager responsibility for day-to-day activities of the Corporation and Dream Alternatives Master LP. The Asset Manager also provides certain other services to the Trust. The Board discharges its responsibilities both directly and by delegation through its standing committees, the Audit Committee, and the Governance and Environmental Committee. In addition to these regular committees, the Board may appoint *ad hoc* committees periodically to address certain issues of a more short-term nature.

The Board’s primary role is overseeing the performance of the Asset Manager. Other principal duties include, but are not limited to the following categories:

#### Appointment of Management

1. The Board is responsible for overseeing Dream Alternatives Master LP’s relationship with the Asset Manager, and reviewing matters relating to management of the Corporation and succession planning.
2. The Board may consider the appointment of executive officers and other senior management, and, should it do so, the Board will, to the extent feasible, satisfy itself as to the integrity of these individuals and that they create a culture of integrity throughout the Corporation and Dream Alternatives Master LP.
3. The Board oversees that succession planning programs, where applicable, are in place.

#### Board Organization

4. The Board will respond to recommendations received from the Governance and Environmental Committee, but retains responsibility for managing its own affairs by giving its approval for its

composition and size, the selection of the chair of the Board, the selection of the lead director of the Board, if applicable, candidates nominated for election to the Board, committee and committee chair appointments, committee charters and director compensation. At all times, not less than 25% of the Board shall be resident Canadians.

5. The Board may establish committees of the Board, where required or prudent, and define their mandate. The Board may delegate to Board committees matters it is responsible for, including the approval of compensation of the Board and any internal senior management, the conduct of performance evaluations and oversight of internal controls systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

### **Strategic Planning**

6. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the objectives and strategy of the Corporation and Dream Alternatives Master LP, including, subject to the Partnership Agreement, approving major decisions of Dream Alternatives Master LP, and reviewing major strategic initiatives proposed by the Asset Manager to determine whether these accord with the long-term goals of Dream Alternatives Master LP.
7. The Board is responsible for participating in the development of, and reviewing and approving, the business, financial and strategic plans by which it is proposed that the Corporation or Dream Alternatives Master LP may reach those goals, including reviewing and approving the annual investment plan of Dream Alternatives Master LP presented to the Board by the Asset Manager.
8. The Board is responsible for supervising the activities, managing the investments and affairs of the Corporation and Dream Alternatives Master LP, including assessing performance of Dream Alternatives Master LP's investments against the approved annual investment plan.
9. The Board is responsible for monitoring and assessing the resources required to implement Dream Alternatives Master LP's business, financial and strategic plans and for safeguarding Dream Alternatives Master LP's equity interests through the optimum utilization of Dream Alternatives Master LP's capital resources, including through approving issuances of debt and equity securities and periodically reviewing the debt strategy of Dream Alternatives Master LP.

### **Monitoring of Financial Performance and Other Financial Reporting Matters**

10. The Board is responsible for enhancing congruence between expectations of the partners of Dream Alternatives Master LP, its plans and management performance, including the performance of the Asset Manager.
11. The Board is responsible for adopting processes for monitoring Dream Alternatives Master LP's progress toward its strategic and operational goals, and to revise and alter its direction to senior management of the Asset Manager in light of changing circumstances affecting Dream Alternatives Master LP.
12. The Board is responsible for reviewing and approving the reports issued to the Trust, including annual financial statements, interim financial statements and the notes accompanying such financial statements.
13. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Corporation, as general partner, is required to approve under the Partnership Agreement, including the payment of distributions, purchase and redemptions of securities, acquisitions and dispositions.

### **Risk Management**

14. The Board is responsible for overseeing the identification of the principal risks of the investments being made by Dream Alternatives Master LP and the implementation and periodic review, approval of appropriate systems to effectively monitor and manage such risks with a view to the long-term

viability of Dream Alternatives Master LP and achieving a proper balance between the risks incurred and the potential return to the partners of Dream Alternatives Master LP.

### **Corporate Governance**

15. The Board is responsible for developing the Corporation's and Dream Alternatives Master LP's approach to corporate governance and for approving policies and procedures to ensure the Corporation and Dream Alternatives Master LP each have appropriate structures in place to permit the Board to effectively discharge its duties and responsibilities.

### **Policies and Procedures**

16. The Board is responsible for:
  - (a) approving and assessing compliance with all significant policies and procedures by which the Corporation or Dream Alternatives Master LP is operated; and
  - (b) approving policies and procedures designed to ensure that Dream Alternatives Master LP operates at all times within applicable laws and regulations and in accordance with ethical and moral standards.
17. The Board is responsible for supporting a corporate culture of integrity and responsible stewardship and overseeing the discharge by Dream Alternatives Master LP of its responsibilities as a good corporate citizen, including environmental health and safety and social responsibility.
18. The Board shall enforce its policy respecting confidential treatment of the proprietary information of the Corporation, and Dream Alternatives Master LP, and the confidentiality of Board deliberations.

### **Miscellaneous**

19. The Board is responsible for:
  - (a) overseeing the accurate reporting of the financial performance of Dream Alternatives Master LP to the partners of Dream Alternatives Master LP, other securityholders and regulators on a timely and regular basis;
  - (b) overseeing that the financial results are reported fairly and in accordance with International Financial Reporting Standards and related legal disclosure requirements applicable to Dream Alternatives Master LP;
  - (c) taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on Dream Alternatives Master LP;
  - (d) ensuring the integrity and adequacy of internal controls and management information systems;
  - (e) maintaining records and providing reports to the partners of Dream Alternatives Master LP; and
  - (f) setting an appropriate distribution policy, including determining the amount and timing of distributions to the partners of Dream Alternatives Master LP.

### **ADVISORS**

The Board may, at Dream Alternatives Master LP's expense, engage such outside financial, legal or other advisors as it determines necessary or advisable to permit it to carry out its duties and responsibilities, including approving any such advisor's fees and other retention terms.