



Mullen Group
Ltd.

INFORMATION CIRCULAR PROXY STATEMENT



FIRST ...



WE THINK
about **tomorrow**



... to FINAL MILE



**NOTICE OF ANNUAL MEETING
MAY 3, 2023**



Mullen Group
Ltd.

Mullen Group Ltd. (TSX:MTL) is one of Canada's largest logistics providers. The markets we serve are vital to the economy.

Our network of independently operated businesses provide a wide range of service offerings including less-than-truckload, truckload, warehousing, logistics, transload, third-party logistics, oversized and specialized hauling transportation. In addition, we provide a diverse set of specialized services related to the energy, mining, forestry and construction industries in western Canada, including water management, fluid hauling and environmental reclamation.

We have four operating segments:

- ❖ Less-Than-Truckload
- ❖ Logistics & Warehousing
- ❖ Specialized & Industrial Services
- ❖ U.S. & International Logistics

5 Million+
Shipments/year

7,102
Personnel

5,000+
Communities
Served

38
Business Units

1
STRONG TEAM

WE THINK
about **tomorrow**

What's Inside

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Board Mandate

Your vote and participation at our meeting as a shareholder is important to us.

Please read this Information Circular to learn more about how we are governed, what we pay our executives and how this allows us to achieve our corporate goals.

This document also outlines the items that you will be voting on at our 2023 annual meeting of shareholders and how you can vote your shares.

Message from our Chair

March 17, 2023

To our Shareholders:

This year we are delighted to be celebrating 30 years as a public company and hope you will join us at the Calgary Petroleum Club on Wednesday, May 3, 2023, at 3:00 p.m. for our Annual Meeting.



This meeting provides an opportunity for you to vote on the items of business, hear about our performance over the past year and learn more about our plans for tomorrow. The meeting also provides you with the opportunity to meet our people.

The enclosed Information Circular - Proxy Statement describes the business that will be conducted at the meeting, as well as provides the annual review of our executive compensation and corporate governance practices.

Your vote is important to us. If you are unable to attend the meeting, we encourage you to ensure your vote is recorded by returning the signed form of proxy or vote via our internet or telephone option. If your shares are not registered in your name and are held in the name of a nominee, you may wish to consult the information beginning on page 11 of the Information Circular – Proxy Statement for information on how to vote your shares.

We are looking forward to engaging with our shareholders and hope that you will join us at this year's meeting. I also invite you to review my annual Message from the Chair which can be found on our website at www.mullen-group.com.

Sincerely,

"Murray K. Mullen"

Murray K. Mullen,
Chair, CEO & President



Notice of Meeting

You are invited to the annual meeting of shareholders of Mullen Group Ltd.

WHEN:

May 3, 2023 at 3:00 p.m.
(Mountain Daylight Time)

WHERE:

Calgary Petroleum Club
McMurray Room
319 - 5th Avenue S.W.
Calgary, Alberta

AGENDA:

- Receive the Financial Statements
- Fix the number of directors to be elected
- Elect the directors
- Appoint the Auditors
- Have a say on executive pay at Mullen Group

The specific details of these matters are outlined in the accompanying Information Circular - Proxy Statement beginning on page 12.

WHO HAS THE RIGHT TO RECEIVE NOTICE AND VOTE

You are entitled to receive notice of and to vote at the meeting if you are a shareholder of record at the close of business on March 17, 2023. Please review our Information Circular - Proxy Statement carefully as it outlines important information about our meeting and the voting process.

YOUR VOTE IS IMPORTANT

Your participation as a shareholder is very important to us. Please remember to vote your shares. If you are unable to attend the meeting in person, we encourage you to exercise your right to vote by completing the enclosed form of proxy or voting instruction form, as the case may be, and returning such form pursuant to the instructions provided.

Your proxy must be received by Computershare Trust Company of Canada no later than 3:00 p.m. (Mountain Daylight Time) on May 1, 2023.

By Order of the Board of Directors

MULLEN GROUP LTD.

"Joanna K. Scott"

Joanna K. Scott
Senior Corporate Officer
March 17, 2023

The Meeting - At a Glance

This summary is meant as a supplemental overview of information contained elsewhere in this Information Circular - Proxy Statement. It does not contain all of the information that should be considered and shareholders are advised to read the entire document carefully prior to voting.

WHERE AND WHEN:

Time and Date: 3:00 p.m. (Mountain Daylight Time), May 3, 2023

Place: Calgary Petroleum Club
McMurray Room
319 - 5th Avenue S.W.
Calgary, Alberta

Record Date: March 17, 2023

Who can vote: All holders of Common Shares as of the Record Date are entitled to vote.

BUSINESS TO BE COVERED:

The following table summarizes the business to be presented at the meeting. If you are unable to attend the meeting, you can ensure your vote is recorded by returning the signed form of proxy / voting instruction form (for further information see "Voting – What You Need to Know" beginning on page 7).

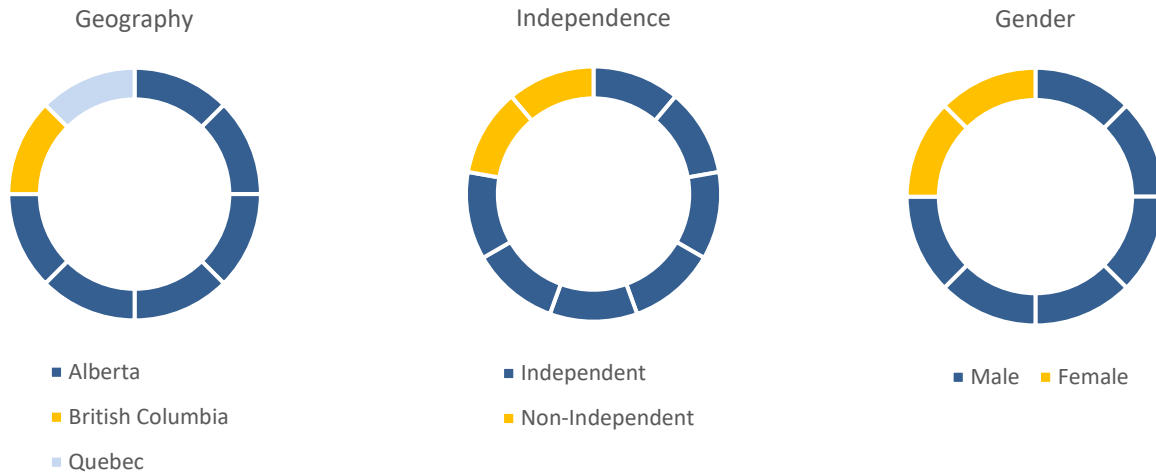
Business of the Meeting	Vote Required	Management Vote Recommendation	Page Reference for more detail
Receive the financial statements for the year ended December 31, 2022, together with the report of the Auditors	NO	N/A	12
Fix number of directors at eight (8)	YES	FOR	12
Individual election of each proposed director	YES	FOR each individual nominee	13
Appointment of PricewaterhouseCoopers LLP as Auditors and authorize directors to fix the remuneration to be paid	YES	FOR	14
Advisory resolution regarding our approach to Executive Compensation (" Say on Pay ")	YES	FOR	15

OUR BOARD NOMINEES:

The following table provides a brief overview of each director nominee who will be considered for election to the board on an individual basis (for further information see "Director Profiles" beginning on page 16).

Name	Director Since	Independence	Occupation	2022 Board Attendance	Committee Memberships
Christine McGinley, CPA, CA, ICD.D	2017	Independent	Corporate Director	100%	Audit, CNG
David Mullen	2011	Not Independent	President of Lyncorp Manufacturing Ltd. Former Chair of Cordy Oilfield Services Inc.	100%	None
Murray Mullen	1986	Not Independent	Chair, SEO & President Mullen Group Ltd.	100%	None
Sonia Tibbatts, MBA	2017	Independent	Corporate Director	100%	Audit, CNG
Stephen Lockwood, LLB	2014	Independent	Special Advisor to CEO of ATCO Ltd. Former President & COO, ATCO Structures & Logistics Ltd.	100%	Audit, CNG
Jamil Murji, CFA	2021	Independent	Corporate Director. Former President and CEO of Argus Carriers Ltd. and Inter-Urban Delivery Service Ltd.	100%	Audit, CNG
Richard Whitley, FCPA, FCA	2022	Independent	Corporate Director and Former Managing Partner at KPMG	100%	Audit, CNG
Benoit Durand, CFA, ICD.D	2022	Independent	Corporate Director. Former Lead Portfolio Manager at Van Berkomp & Associates.	100%	Audit, CNG

The Meeting - At a Glance



Director Skills and Experience	Sonia Tibbatts	Christine McGinley	Jamil Murji	Richard Whitley	Benoit Durand	Stephen Lockwood	David Mullen	Murray Mullen
Financial	•	•	•	•	•	•	•	•
Trucking and Logistics	•	•	•		•	•	•	•
Oil and Natural Gas Industry	•			•	•	•	•	•
Leadership (Senior Level Management)	•	•	•	•	•	•	•	•
Mergers & Acquisitions	•	•	•	•	•	•	•	•
Corporate Governance	•	•		•	•	•	•	•
Human Resources	•	•	•	•	•	•	•	•
International Business	•	•	•	•		•		•
Health, Safety & Environment	•	•	•			•	•	•

Note that Mr. Philip Scherman, while a current director on the Board, will not be standing for re-election.

THE MEETING PROCESS

This section of our Information Circular outlines important information about the meeting process including:

- **General Information**
- **Voting - What You Need to Know**
- **Business of the Meeting**
- **Our Board of Directors - Nominees**

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Voting – What You Need to
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Voting by Registered
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Voting by Employees Who
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Voting by Non-Registered
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Business of the Meeting

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Our Board of Directors:
Nominees

The Meeting Process - General Information

Information Circular - Proxy Statement

(the "Information Circular")

You are receiving this Information Circular dated March 17, 2023, because you owned common shares ("**Common Shares**") of Mullen Group Ltd. ("**Mullen Group**" or "**Corporation**" or "**Company**") at the close of business on March 17, 2023 (the "**Record Date**").

As a shareholder of Mullen Group, you have the right to attend our annual meeting (the "**Meeting**") and to vote your Common Shares.

Meeting Time and Place

Annual Meeting

May 3, 2023

3:00 p.m. (Mountain Daylight Time)

Calgary Petroleum Club, McMurray Room
319 - 5th Avenue S.W., Calgary, Alberta

About this Document

This Information Circular is being furnished in connection with the solicitation of proxies by and on behalf of the management of Mullen Group. Specific information related to the solicitation of proxies begins on page 7.

This Information Circular explains what items of business the Meeting will cover and outlines the voting process, as well as provides information on our governance practices and approach to executive compensation.

Mailing the Meeting Materials

We have elected to use the "notice-and-access" provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the "**Notice-and-Access Provisions**") for the Meeting in respect of mailings to our non-registered (beneficial) shareholders but not in respect of mailings to our registered shareholders. The Notice-and-Access Provisions are rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online. This procedure is an environmentally friendly and cost-effective way to distribute the Information Circular as it reduces printing, paper and postage requirements.

The Corporation has also elected to use procedures known as 'stratification' in relation to its use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of an information circular and, if applicable, a paper copy of financial statements and related management's discussion and analysis, to some shareholders together with a notice of a meeting of its shareholders. In relation to the Meeting, registered shareholders will receive a paper copy of each of a notice of the Meeting, this Information Circular and a form of proxy whereas non-registered shareholders will receive a Notice-and-Access notification and a request for voting instructions ("**Notice Package**"). Furthermore, a paper copy of our 2022 Annual Financial Review, containing Mullen Group's 2022 annual audited consolidated financial statements (the "**2022 Annual Financial Statements**") for the year ended December 31, 2022, together with management's discussion and analysis thereon (the "**2022 MD&A**"), will be mailed to our registered shareholders, as well as those non-registered shareholders who have previously requested a copy.

In this Information Circular the words "we", "us", "our", and "Corporation" all refer to Mullen Group.

"You" and "your" refers to the holders of our Common Shares.

All dollar amounts are presented in Canadian dollars, unless otherwise stated.

All information is provided as at March 17, 2023, unless otherwise stated.

The Meeting Process - General Information

Access to Meeting Materials

The Information Circular is available on the Corporation's issuer profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") website (www.sedar.com) and on Broadridge Financial Solutions, Inc.'s ("**Broadridge**") website (<http://materials.proxyvote.com/625284>).

Our transfer agent, Computershare Trust Company of Canada ("**Computershare**") will mail the Information Circular and other proxy materials (collectively the "**Meeting Materials**") directly to our registered shareholders and our employee plan shareholders.

Non-registered shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to Mullen Group are referred to as "**NOBOs**" while non-registered shareholders who have objected to their Intermediary disclosing ownership information about themselves to Mullen Group are referred to as "**OBOs**". An intermediary is a broker, investment dealer, bank, trust company, trustee, nominee or other intermediary that holds securities for or on behalf of a non-registered shareholder (collectively, an "**Intermediary**").

Delivery of the Notice Package to non-registered shareholders will depend on whether such shareholder is a NOBO or an OBO. If a non-registered shareholder is a NOBO, the Notice Package will be sent indirectly to them through their Intermediaries. If the non-registered shareholder is an OBO, they may not be delivered the Notice Package. The cost of delivering the Notice Package to a OBO must be paid by Mullen Group or by the OBO's Intermediary. Mullen Group does not intend to pay for Intermediaries to forward the Notice Package to OBO's. Accordingly, OBO's will not receive the Notice Package unless the OBO's Intermediary assumes the cost of delivery.

NOBOs and OBOs can contact their Intermediary if they have not received the Notice Package or they can request a copy of the Meeting Materials up to five business days in advance of the proxy deposit date and time set out in the voting instruction form included in the Notice Package in order to receive the Meeting Materials, as defined below in advance of the meeting date.

Normal Course Issuer Bid

Pursuant to a Notice of Intention to Make a Normal Course Issuer Bid dated March 8, 2023, Mullen Group renewed its normal course issuer bid to purchase up to a maximum of 8,644,508 Common Shares, being approximately 10% of the public float (as that term is defined in the policies of the Toronto Stock Exchange (the "**Exchange**")) of such Common Shares (the "**Bid**"). Mullen Group believes that the Common Shares may from time to time trade in a price range that does not adequately reflect the value of such shares in relation to the business of Mullen Group and its future business prospects and that such purchase of Common Shares pursuant to the Bid will enhance shareholder value and represent an attractive investment to Mullen Group and its shareholders.

Purchases pursuant to the Bid may occur on the Exchange or through alternative Canadian trading systems, if eligible, between March 10, 2023 and March 9, 2024. The price which Mullen Group will pay for any such shares will be the prevailing market price at the time of acquisition. Daily purchases under the Bid are limited to 74,020 Common Shares, subject to certain prescribed exceptions. The actual number of Common Shares which may be purchased pursuant to the Bid will be determined by management of the Corporation. The Corporation entered into an automatic securities purchase plan (the "**ASPP**") with its broker, Scotia Capital Inc., to allow for the repurchase of Common Shares at all times during the course of the Bid including when the Corporation ordinarily would not be active in the market due to its own internal trading blackout periods, insider trading rules, or otherwise.

Mullen Group intends to finance any purchase of Common Shares under the Bid from its working capital. Common Shares purchased by Mullen Group under the Bid will be cancelled. Shareholders can obtain a copy of the Notice of Intention to Make a Normal Course Issuer Bid filed with the Exchange by Mullen Group in relation to the Bid by requesting a copy free of charge from our Corporate Investor Services group at 403-995-5200 or by emailing ir@mullen-group.com.

The Meeting Process - General Information

Request for Annual and Interim Reports

Each year we also make available to registered and non-registered shareholders a "**Mailing List Request Form**" with our Meeting Materials. If you wish to receive Mullen Group's annual and/or interim financial reports for the upcoming year, please complete and return the enclosed request form in the manner indicated. You can also access our annual and interim financial reports on the Corporation's issuer profile on SEDAR at www.sedar.com or on our website at www.mullen-group.com under the Investors Tab (Reports and Filings).

Access to Documents and Additional Information

In this Information Circular we may refer to documents as being filed on SEDAR (www.sedar.com). Those documents, as well as the 2022 Annual Financial Statements identified above and other important disclosure documents, including Mullen Group's 2022 MD&A and additional information relating to Mullen Group, can be accessed on our website at www.mullen-group.com or obtained free of charge from our Corporate Investor Services group at 403-995-5200 or by emailing ir@mullen-group.com. Except as specifically provided, no other documents including any content or other items available on our website are incorporated by reference herein. A non-registered shareholder may also call Mullen Group at 1-866-995-7711 (toll free) to obtain additional information about the Notice-and-Access Provisions.

Communicating with the Board

Shareholders may write to the Board or any board member(s) at the following address, which is also our registered office address:

Mullen Group Ltd.
121A – 31 Southridge Drive
Okotoks, Alberta T1S 2N3
Attention: Corporate Secretary

We receive inquiries on many subjects and the Board and management have developed a process to manage inquiries so that the appropriate individual responds to such inquiries.

Who Can Vote

Our Common Shares are the only class of shares we have outstanding. At the close of business on February 28, 2023, there were 92,153,486 Common Shares issued and outstanding.

Only holders of record of Common Shares at the close of business on the Record Date of March 17, 2023, will be entitled to vote at the Meeting, unless a shareholder has transferred Common Shares subsequent to the Record Date and the transferee shareholder takes the necessary steps to properly establish ownership of such transferred shares. Each outstanding Common Share entitles the holder to one vote at the Meeting.

Principal Holders of Securities

To the knowledge of our directors and officers, as at March 17, 2023, no person or company beneficially owned, or controlled or directed, directly or indirectly, Common Shares carrying 10 percent or more of the votes attached to all of the issued and outstanding Common Shares or any other security of the Corporation.

The Meeting Process - General Information

Types of Shareholders

Registered Shareholders

- You are a registered shareholder if your Common Shares are registered in your name and held directly (not through an intermediary).
- You will receive an "**Instrument of Proxy**" with the Information Circular.
- Please refer to the sections entitled "Voting – What You Need to Know" (page 7) and "Voting by Registered Shareholders" (page 9) for information on how to vote your shares.

Employee Plan Shareholder

- You are an employee plan shareholder if you hold Common Shares through the Mullen Group Employee Share Purchase Plan (the "**ESPP**").
- You will receive a "Voting Information Form" or "VIF" with the Information Circular.
- Please refer to the sections entitled "Voting – What You Need to Know" (page 7) and "Voting by Employees Who Participate in the Mullen Group Employee Share Purchase Program" (page 10) for information on how to vote your shares.

Non-Registered (beneficial) Shareholder

- You are a non-registered (beneficial) shareholder if your Common Shares are held by an intermediary, such as a broker, investment dealer, bank, trust company, trustee, nominee or other intermediary (collectively, an "**Intermediary**").
- Non-registered shareholders who are NOBOs will be provided access to a "Voting Instruction Form" or "VIF" with the Notice Package.
- Please refer to the sections entitled "Voting – What You Need to Know" (page 7) and "
- Voting by Non-Registered Shareholders" (page 11) for information

Throughout this Information Circular we refer to the Instrument of Proxy and Voting Instruction Form collectively as the "**proxy**" or "**form of proxy**".

The Meeting Process - General Information

Quorum at the Meeting

As outlined in our By-laws, we need to have at least two people present at the Meeting who hold, or represent by proxy, in the aggregate at least five percent of the issued and outstanding Common Shares entitled to vote at the Meeting.

If a situation arose where a quorum was not present within 30 minutes of the Meeting's scheduled start time, then our By-laws stipulate that the Meeting would be adjourned to the same place and time on the same day of the following week. In such an instance, no notice of the adjourned meeting would be required and, if at such adjourned meeting a quorum was not present, the shareholders present, if at least two, would constitute a quorum for all purposes.

Interest of Informed Persons in Material Transactions

None of Mullen Group's informed persons, director nominees or any associate or affiliate of such persons or companies, (each as defined in National Instrument 51-102 - Continuous Disclosure Obligations ("**NI 51-102**")), has any material interest, direct or indirect, in any transaction or in any proposed transaction since the commencement of Mullen Group's most recently completed financial year, which has materially affected or would materially affect Mullen Group.

No person who has been a director or executive officer of Mullen Group at any time since the beginning of our most recently completed financial year and no associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting, other than the election of directors.

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Voting - What You Need to Know

Your vote is important - as a shareholder it is very important that you read the Information Circular carefully and then vote your Common Shares, either by proxy or in person at the Meeting.

Solicitation of Proxies

This Information Circular is delivered in connection with the solicitation of proxies by and on behalf of management of Mullen Group for use at the Meeting. Proxies must be sent to Computershare which must receive your completed form of proxy by 3:00 p.m. (Mountain Daylight Time) on Monday, May 1, 2023 or, in the case of any adjournment or postponement of the Meeting, not less than forty-eight hours (excluding Saturdays, Sundays and holidays) before the time of such adjourned or postponed meeting. The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by other means of communication by Mullen Group's directors, officers and employees who will not be remunerated therefore. Except as otherwise noted, Mullen Group will bear any costs arising by the solicitation of proxies including costs incurred in the preparation and mailing of the Meeting Materials.

General Proxy Instructions

We have enclosed a form of proxy with this Information Circular. Typically, use of this form of proxy is the easiest way to vote. When you sign the proxy you are giving someone else the authority to attend the Meeting and vote on your behalf (a "proxyholder"). A proxyholder must vote your shares in accordance with the instructions you provide.

The enclosed form of proxy provides for Murray Mullen and Richard Maloney (the "**Management Appointees**") to act as proxyholders. Mr. Murray Mullen ("**Mr. Mullen**") is a director and the Chair, Senior Executive Officer and President of Mullen Group and Mr. Maloney is the Senior Operating Officer of Mullen Group. **The Common Shares represented by your properly submitted proxy will be voted, or withheld from voting, in accordance with your instructions on any ballot that may be called for at the Meeting.**

If you submit your proxy and do not indicate how you want to vote your Common Shares your vote will be cast in accordance with the recommendations of Mullen Group's management in the following manner:

ITEM TO BE VOTED ON	MANAGEMENT'S RECOMMENDATION
Setting the number of directors at eight (8).	✓ FOR
Election of each individual person nominated herein as director.	✓ FOR
Appointment of PricewaterhouseCoopers LLP as auditor and the authorization of the directors to set their remuneration as such.	✓ FOR
Advisory Vote on Executive Compensation	✓ FOR

You have the right to appoint someone other than the Management Appointees to act as your proxyholder and represent you at the Meeting. This person does not have to be a shareholder. *If you wish to appoint someone else, including yourself, remember that such person must go to the Meeting to vote your Common Shares.* They will also need to register with the Scrutineer of the Meeting when they arrive at the Meeting.

Voting - What You Need to Know

To appoint someone else as your proxyholder, cross out both names of the Management Appointees and write the name of the person voting for you in the space provided on the form of proxy. If you are completing your voting instructions on the Internet, follow the instructions on the website on how to make such appointment. **If you do not specify how you want your Common Shares voted, your proxyholder will vote your Common Shares as he or she sees fit on each item.**

Proxyholders must vote your Common Shares in accordance with the instructions you provide, including on any ballot that may be called. If there are changes to the items of business or new items properly come before the Meeting, the proxyholder can vote as he or she sees fit. At the time of printing this Information Circular, the management of Mullen Group is not aware of any changes to the items of business that may come before the Meeting.

Signing Your Proxy

If you are an individual shareholder, you or your authorized attorney must sign the enclosed proxy. If the shareholder is a corporation or other legal entity, an authorized officer or attorney must sign the proxy. A proxy that is signed by a person acting as attorney, or in some other representative capacity, should include such person's capacity after the signature and said proxy should be accompanied by the appropriate instrument evidencing qualification and authority to act.

Revoking your Proxy

In addition to revoking your proxy in any manner permitted by law, you may revoke your proxy by sending written notice of such revocation to Computershare. Such revocation must be received by Computershare by the last business day before the day of the Meeting or any adjournment thereof, or given to the Chair of the Meeting on the day of, but prior to the commencement of the Meeting or any adjournment or postponement of the Meeting. The revocation must be provided by you or your authorized attorney (with the appropriate instrument evidencing qualification and authority to act on your behalf) to the Chair by electronic delivery to ir@mullen-group.com.

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Voting - What You Need to Know

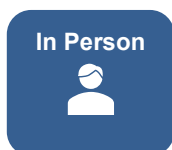
Voting by Registered Shareholders

You are a registered shareholder if your Common Shares are held in your name and your shares are held directly and not through an intermediary. For registered shareholders, all mail addressed to Computershare should be sent to:

Computershare Trust Company of Canada, Proxy Department
 8th Floor
 100 University Avenue
 Toronto, Ontario, M5J 2Y1
 or by fax to 416-263-9524 or 1-866-249-7775

TO BE COUNTED PROXIES MUST BE RECEIVED NO LATER THAN 3:00 p.m. (CALGARY TIME) ON MONDAY, MAY 1, 2023.

In order to ensure that your proxy is received in time for our annual meeting of shareholders to be held on Wednesday, May 3, 2023, we recommend that you vote in the following ways:



<p>Register at the Computershare "Shareholder Registration" table at the Meeting.</p>	<p>Locate your Control Number on the enclosed proxy. Proceed to www.investorvote.com and follow the instructions given. Please keep your Control Number confidential.</p>	<p>Locate your Control Number on the enclosed proxy. Record your vote by calling the following number at 1-866-732-VOTE (8683) Toll Free. Please keep your Control Number confidential OR</p> <p>Scan QR Code provided on your form of proxy.</p>	<p>Deliver to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.</p>	<p>Record your vote on the enclosed form of proxy, sign, date and return to Computershare in the enclosed envelope.</p>
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<p>By appointing another proxyholder</p>	<p>Cross out the name of the Management Appointees and print the name of your appointee in the box provided on the enclosed form of proxy, sign, date and return to Computershare in the enclosed envelope. If voting on the internet, follow the instructions provided.</p> <p>Ensure your proxyholder attends the Meeting, registers with Computershare at the table marked "Shareholder Registration" and votes.</p>
<p>Revoke Proxy</p>	<ol style="list-style-type: none"> 1. Send written notice of revocation from you or your authorized attorney to Computershare. Revocation must be received by the last business day before the day of the Meeting or any adjournment thereof; Or 2. Give written notice of revocation from you or your authorized attorney to the Chair of the Meeting on the day of, but prior to the commencement of the Meeting or any adjournment or postponement of the Meeting.

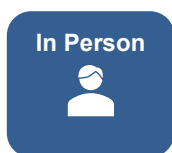
Voting - What You Need to Know

Voting by Employees Who Participate in the Mullen Group Employee Share Purchase Program

Our ESPP is administered by Computershare. All Common Shares purchased under the ESPP, which we refer to as the "**ESP Shares**", are beneficially held by the participating employees, unless a participating employee has withdrawn his or her ESP Shares. Employees may exercise the voting rights attached to their ESP Shares by completing and returning the enclosed "**Voting Instruction Form**" or "**VIF**". All mail addressed to Computershare in relation to the ESP Shares should be sent to:

Computershare Trust Company of Canada, Proxy Department
 8th Floor
 100 University Avenue
 Toronto, Ontario, M5J 2Y1
 or by fax to 416-263-9524 or 1-866-249-7775

In order to ensure that your VIF is received in time for our annual meeting of shareholders to be held on Wednesday, May 3, 2023, we recommend that you vote in the following ways:



<p>Register at the Computershare "Shareholder Registration" table at the Meeting.</p>	<p>Locate your Control Number on the enclosed VIF. Proceed to www.investorvote.com and follow the instructions given. Please keep your Control Number confidential.</p>	<p>Locate your Control Number on the enclosed VIF. Record your vote by calling the following number at 1-866-732-VOTE (8683) Toll Free. Please keep your Control Number confidential. Or</p> <p>Scan QR Code provided on your VIF.</p>	<p>Deliver to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.</p>	<p>Record your vote on the enclosed VIF, sign, date and return to Computershare in the enclosed envelope.</p>
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<p>By appointing another proxyholder</p>	<p>Cross out the name of the Management Appointees and print the name of your appointee in the box provided on the enclosed VIF, sign, date and return to Computershare in the enclosed envelope. If voting on the internet, follow the instructions provided.</p> <p>Ensure your proxyholder attends the Meeting, registers with Computershare at the table marked "Shareholder Registration" and votes.</p>
<p>Revoke proxy</p>	<ol style="list-style-type: none"> 1. Send written notice of revocation from you or your authorized attorney to Computershare. Revocation must be received by the last business day before the day of the Meeting or any adjournment thereof; Or 2. Give written notice of revocation from you or your authorized attorney to the Chair of the Meeting on the day of, but prior to the commencement of, the Meeting or any adjournment or postponement of the Meeting.

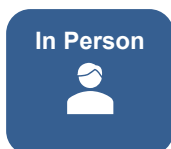
Voting - What You Need to Know

Voting by Non-Registered Shareholders

You are a non-registered shareholder if your Common Shares are held by an Intermediary. Your Intermediary is required by law to ask for your voting instructions before the Meeting. Common Shares held by an Intermediary may only be voted upon your instruction, and **without your specific instructions, your Intermediary is prohibited from voting your Common Shares.**

Every Intermediary has its own mailing procedures and provides its own return instructions, **which you should carefully follow in order to ensure that your Common Shares are voted at the Meeting.** The majority of Intermediaries now delegate Broadridge with the responsibility of obtaining voting instructions from beneficial shareholders. Broadridge mails a scannable Voting Instruction Form or "VIF" in lieu of the form of proxy and you are asked to complete and return the VIF in accordance with the instructions provided on such form. Broadridge will then tabulate the results of the VIFs that are received from the non-registered shareholders and provide the appropriate instructions to Computershare. **If you did not receive a VIF or other form of proxy in this package please contact your Intermediary.**

Non-registered shareholders can exercise their vote as follows:



<p>Complete enclosed Voting Instruction Form/VIF appointing yourself as Proxy and return as per the instructions provided on such VIF and within the timelines set forth on the VIF.</p> <p>Register at the Computershare "Shareholder Registration" table at the Meeting.</p>	<p>Locate your Control Number on the enclosed VIF. Proceed to www.proxyvote.com and follow instructions given. Please keep your Control Number confidential.</p>	<p>Locate your Control Number on the enclosed VIF. Call the toll-free number listed on your VIF and follow instructions given.</p>	<p>Record your vote on the enclosed VIF, sign, date and return as per the instructions provided on such VIF.</p>
--	--	---	--

<p>By appointing another proxyholder</p>	<p>Cross out the name of the Management Appointees and print the name of your appointee in the box provided on the enclosed VIF, sign, date and return as per the instructions provided on such VIF and within the timelines set forth on the VIF. If voting on the internet, follow the instructions provided.</p> <p>Ensure your proxyholder attends the Meeting, registers with Computershare at the table marked "Shareholder Registration" and votes.</p>
<p>Revoke Proxy</p>	<p>Send written notice of revocation from you or your authorized attorney to your Intermediary's designated representative in accordance with the instructions provided by such Intermediary.</p>

Business of the Meeting

There will be five items of business at this year's Meeting:

- 1 Receiving the Financial Statements
- 2 Fixing the Number of Directors
- 3 Electing the Directors
- 4 Appointing the Auditor
- 5 Advisory Vote on Executive Compensation

1. Financial Statements

Mullen Group's 2022 Annual Financial Statements as well as the independent auditor's report will be presented at the Meeting but will not be subject to a vote. We have mailed such documentation, together with our 2022 MD&A to those shareholders who opted to receive them. These documents are also available on the Corporation's issuer profile on SEDAR at www.sedar.com, and free of charge on our website at www.mullen-group.com or by emailing ir@mullen-group.com.

No action is required or proposed to be taken at the Meeting with respect to the 2022 Annual Financial Statements.

2. Fixing the Number of Directors

The shareholders will set the number of directors to be elected at the Meeting.

Mullen Group's articles provide for a minimum of three and a maximum of fifteen directors. Our Board currently consists of nine directors. In light of the retirement of Mr. Scherman from the Board and the fact that he will not be standing for re-election, the Board has determined that the number of directors to be elected at the Meeting should be set at eight.

Management is soliciting proxies, in accordance with the accompanying form of proxy, for an ordinary resolution in favour of fixing the number of directors to be elected at eight members. Unless otherwise directed, the Management Appointees named in the enclosed form of proxy shall vote **FOR fixing the number of directors of Mullen Group at eight for the ensuing year.**

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3. Election of Directors

Our shareholders elect directors at each annual meeting of shareholders for a term of one year. In presenting directors for election we follow an individual director voting practice, which provides for each director to be presented for election on an individual basis as opposed to a slate basis. Accordingly, the enclosed form of proxy allows the shareholders to vote for each director on an individual basis.

Monitoring Individual Director Voting

The Board and, in particular our Compensation, Nomination and Governance Committee (the "**CNG Committee**"), monitors the voting results for individual directors and considers such information when conducting its annual review of the Board's composition and in assessing individual director performance. We've included the specific voting results for each director in the "Director Profiles" that begin on page 16.

Majority Voting Policy

Our Board has adopted a majority voting policy stipulating that if the votes in favour of the election of a director nominee at a shareholders' meeting represent less than a majority of our Common Shares present at the meeting and that are withheld from voting, the nominee will submit his or her resignation immediately after the meeting for our CNG Committee's review and consideration. Our CNG Committee will then make a recommendation to our Board after reviewing the matter.

Our Board's decision to accept or reject the resignation offer will be made and disclosed to the public within 90 days of the applicable shareholders' meeting. Resignations are expected to be accepted except in situations where exceptional circumstances would warrant the applicable director to continue to serve as a Board member. The nominee would not participate in any committee or Board deliberations on the resignation offer unless there are not at least three directors who did not receive a majority withheld vote. The policy does not apply in circumstances involving contested director elections.

The term of office of each of the present directors expires at the close of the Meeting. Pursuant to Mullen Group's Individual Director Voting practice and in accordance with the accompanying form of proxy, management is soliciting proxies for an ordinary resolution in favour of the election of each of the eight nominees listed below. The Board has concluded that each person nominated has relevant expertise and is well qualified to serve as a director of Mullen Group. All nominees are currently directors and have consented to act as directors for the ensuing year if elected at the Meeting. It is not contemplated that any nominee will be unable to serve as a director. Background information on each nominee is set forth in the next section entitled "Director Profiles" that begins on page 16.

Nominees	
Christine McGinley, CPA, CA, ICD.D	David Mullen
Murray Mullen	Richard Whitley, FCPA, FCA
Sonia Tibbatts, MBA	Stephen Lockwood, LLB
Jamil Murji, CFA	Benoit Durand, CFA, ICD.D

Unless otherwise directed, the Management Appointees named in the enclosed form of proxy shall vote **FOR the election of each of the above referenced individual nominees.**

Business of the Meeting

4. Appointment of Auditors

Shareholders are being asked to vote for the appointment of PricewaterhouseCoopers LLP ("PwC") Chartered Professional Accountants, to serve as the auditors of Mullen Group until the next annual meeting of the shareholders and to authorize the directors of Mullen Group to fix their remuneration. PwC was first appointed as Mullen Group's auditors in March of 2014.

Auditor Independence

Auditor independence is essential to the integrity of our financial statements. In deciding to engage PwC, the Audit Committee reviewed auditor independence and existing commercial relationships with PwC. The Audit Committee concluded that PwC has no commercial relationship with Mullen Group that would impair its independence and PwC has advised that they are independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta. Our Audit Committee pre-approves all audit and non-audit services. It is also responsible for overseeing the audit work performed on behalf of the Corporation. The Audit Committee will continue to review our external auditors' qualifications and independence on an annual basis. The review includes formal written statements that describe any relationship between the auditors, their affiliates and Mullen Group that could affect the auditors' independence and objectivity. The review also includes an annual evaluation of the auditors' performance. You can find more information about the roles and responsibilities of the Audit Committee beginning on page 35.

Unless otherwise directed, the Management Appointees named in the enclosed form of proxy shall vote **FOR the appointment of the firm of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as Mullen Group's auditor until the next annual meeting of shareholders of Mullen Group and to authorize the directors to fix their remuneration as such.**

Auditors' Fees

The Board reviews the annual audit fees and considers the issue of auditor independence in the context of all services provided to Mullen Group. The fees paid by Mullen Group for professional services to its external auditor during fiscal 2022 are included in the table below. Also included for comparative purposes are the fees paid by Mullen Group for fiscal 2021.

(\$ thousands)	2022 \$	2021 \$
Audit fees ¹	893	793
Audit-related fees ²	123	144
All Other fees ³	-	5
Total	1,016	942

Notes:

- ¹ Audit fees consist of fees paid for the audit of Mullen Group's annual financial statements and the review of quarterly financial reports or services that are normally provided in connection with statutory and regulatory filings or engagements. In 2022 Mullen Group paid \$893,000 to PwC of which \$316,000 related to the 2021 Audit and \$577,000 related to the 2022 Audit with total 2022 Audit fees estimated to be \$685,000.
- ² Audit-related fees consist of fees paid for internal control testing, assurance and related services that are reasonably related to the performance of the audit or review of Mullen Group's financial statements and are not reported as Audit Fees.
- ³ Other fees mainly consist of fees paid for due diligence services.

5. Advisory Vote on Executive Compensation (Say on Pay)

The way that we pay our people is critical to achieving our business objectives. The Board and the CNG Committee believe that shareholders should have a say on the way we pay our executives. For the first time since going public, at the Meeting shareholders will have a Say on Pay vote.

The Board believes in the value of shareholder engagement and that the inclusion of an advisory vote on our executive compensation fosters and encourages open communication between the Board and shareholders. The Board carefully reviews and governs executive compensation in accordance with our compensation philosophy, framework, objectives, programs and underlying principles and practices.

Shareholders are encouraged to review the discussion about Mullen Group's executive compensation under the heading "Our Compensation Program – Discussion and Analysis" on page 39 as well as the section entitled "2022 Executive Compensation" beginning on page 50 to cast an informed vote.

At the Meeting, shareholders will be asked to vote FOR or WITHHOLD in respect of the non-binding, advisory resolution regarding our approach to executive compensation. The Board recommends that you vote **FOR** the following advisory resolution:

"BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of Mullen Group Ltd. or its committees, that the shareholders of the Corporation accept the approach to executive compensation disclosed in the Corporation's Information Circular dated March 17, 2023 and delivered in advance of the 2023 annual meeting of shareholders."

As this is an advisory vote under the applicable law, the results are non-binding and does not place any obligations on the Board to take any action when considering executive compensation. However, this advisory vote will give the Board important feedback and the Board will take the voting results into consideration when evaluating the Corporation's approach to executive compensation. Shareholders who withhold their vote for the advisory resolution are encouraged to contact the Board to discuss their concerns. The Board and the CNG Committee of the Board actively monitor trends relating to compensation and governance of compensation to ensure executive management is aligned with shareholder interests and incentivized to act in the best interests of the Corporation.



Unless otherwise directed, the Management Appointees named in the enclosed form of proxy shall vote **FOR the advisory resolution on our approach to executive compensation.**

[Remainder of page intentionally left blank]

How we Govern - An Overview of our Corporate Governance Practices

Director Profiles

The following tables provide information on each person nominated for election as a director.

<p><u>Murray Mullen</u></p> 	<p>Mr. Murray Mullen is Mullen Group's Chair and Senior Executive Officer, positions he has held since 2001. On June 30, 2014, Mr. Mullen was appointed President of Mullen Group. Mr. Mullen joined the Mullen Group of companies in 1975. Mr. Mullen graduated from the University of Calgary with a Bachelor of Arts (Economics) degree. He has been a key architect of Mullen Group's overall business strategy and growth since it became a public company in 1993.</p>		
<p>Age: 67</p> <p>Residence: Calgary, AB, Canada</p> <p>First Elected: 1986</p> <p>2022 Voting Results: 94.16% FOR</p> <p>Key Skills & Experience:</p> <ul style="list-style-type: none"> • Financial • Leadership • Trucking/Logistics • Oil & Natural Gas Industry • Mergers & Acquisitions • Corporate Governance • Human Resources • Health & Safety • International Business 	<p>Board and Committee Membership</p>	<p>2022 Meeting Attendance</p>	
	<p>Board of Directors Audit Committee CNG Committee</p>	<p>5 of 5 N/A N/A</p>	
	<p>Number of Securities Owned, Controlled or Directed as of December 31, 2022</p>		
	<p>Common Shares</p>	<p>4,838,936</p>	
	<p>Debentures</p>	<p>\$4,400,000</p>	
	<p>Public Directorships During Last 5 Years</p> <p>None</p>	<p>Exchange</p> <p>Trading Symbol</p>	
<p><u>Christine McGinley CPA, CA, ICD.D</u></p> 	<p>Ms. Christine McGinley was Senior Vice President, Operations for Canwest Broadcasting until her retirement in 2010. She has over 25 years of senior management experience, specializing in the areas of operations, technology and finance. Ms. McGinley has additionally served as a director on a number of public, private and not for profit boards including as board and audit chair and has an ICD.D designation from the Institute of Corporate Directors in Toronto, Ontario. Ms. McGinley earned her Bachelor of Commerce degree from the University of Alberta in 1980 and is a member of the Canadian and Alberta Institutes of Chartered Professional Accountants.</p>		
<p>Age: 64</p> <p>Residence: Calgary, AB, Canada</p> <p>First Elected: 2017</p> <p>2022 Voting Results: 96.47% FOR</p> <p>Key Skills & Experience:</p> <ul style="list-style-type: none"> • Financial • Leadership • Capital Markets • Trucking/Logistics • Mergers & Acquisitions • Corporate Governance • Human Resources • Health & Safety • International Business 	<p>Board and Committee Membership</p>	<p>2022 Meeting Attendance</p>	
	<p>Board of Directors Audit Committee CNG Committee</p>	<p>5 of 5 5 of 5 5 of 5</p>	
	<p>Number of Securities Owned, Controlled or Directed as of December 31, 2022</p>		
	<p>Common Shares</p>	<p>23,538</p>	
	<p>Debentures</p>	<p>Nil</p>	
	<p>Public Directorships During Last 5 Years</p> <p>Northview Apartment REIT (2012-2020) DIRTT Environmental Solutions Ltd. (2013-2020)</p>	<p>Exchange</p> <p>TSX TSX NASDAQ</p> <p>Trading Symbol</p> <p>NVU.UN DRT DRTT</p>	

How we Govern - An Overview of our Corporate Governance Practices

Sonia Tibbatts, MBA



Ms. Sonia Tibbatts has over 33 years' experience in the finance and capital markets industry and was employed for 33 years with RBC Capital Markets until her retirement in 2016. During such time she held positions such as Managing Director, Director, Vice President, Corporate Banking and Vice President, Oil & Gas Banking. Ms. Tibbatts was also the Chair of RBC Capital Markets' Energy Industry Operating Committee from 2008-2016. Ms. Tibbatts earned a Bachelor of Home Economics Degree in 1976 from the University of Manitoba, a Master of Science degree in 1980 from the University of Manitoba and a MBA degree in 1986 from the University of Calgary.

Age: 68 Residence: Calgary, AB, Canada First Elected: 2017 2022 Voting Results: 66.78% FOR Key Skills & Experience: <ul style="list-style-type: none"> • Financial • Leadership • Trucking/Logistics • Oil & Natural Gas Industry • Mergers & Acquisitions • Corporate Governance • Human Resources • Health & Safety • International Business 	Board and Committee Membership		2022 Meeting Attendance	
	Board of Directors		5 of 5	
	Audit Committee		5 of 5	
	CNG Committee		5 of 5	
	Number of Securities Owned, Controlled or Directed as of December 31, 2022			
	Common Shares		16,350	
Debentures		\$100,000		
Public Directorships During Last 5 Years		Exchange	Trading Symbol	
None				

Benoit Durand, CFA, ICD.D



Mr. Benoit Durand is a Chartered Financial Analyst with over 35 years of experience in the financial and capital markets industry as an investment professional. Employed at Van Beroom and Associates for the past 22 years, Mr. Durand was the lead manager of a diversified Canadian equity portfolio until December 2020 and a director and member of the executive management committee until his recent retirement. Mr. Durand earned his Bachelor of Commerce degree from McGill University in 1983 and in 2016 the ICD.D designation from the Institute of Corporate Directors in Montreal.

Age: 62 Residence: Montreal-West, QC, Canada First Elected: May 2022 2022 Voting Results: 99.11% FOR Key Skills & Experience: <ul style="list-style-type: none"> • Financial • Leadership • Capital Markets • Trucking/Logistics • Oil & Natural Gas Industry • Mergers & Acquisitions • Corporate Governance • Human Resources 	Board and Committee Membership		2022 Meeting Attendance*	
	Board of Directors		3 of 5	
	Audit Committee		3 of 5	
	CNG Committee		3 of 5	
	Number of Securities Owned, Controlled or Directed as of December 31, 2022			
	Common Shares		100,564	
Debentures		Nil		
Public Directorships During Last 5 Years		Exchange	Trading Symbol	
None				

*Note date first elected to board.

How we Govern - An Overview of our Corporate Governance Practices

David Mullen



Mr. David Mullen is President of Lyncorp Manufacturing Ltd. Prior thereto, Mr. Mullen spent approximately 28 years in various capacities within the Mullen Group of companies. At the time of his departure from Mullen Group, he was Vice President of Mullen Trucking L.P.

Age: 62

Residence: Calgary, AB, Canada

First Elected: 2011

2022 Voting Results: 97.48% FOR

Key Skills & Experience:

- Financial
- Leadership
- Trucking/Logistics
- Oil & Natural Gas Industry
- Mergers & Acquisitions
- Corporate Governance
- Human Resources
- Health & Safety

Board and Committee Membership	2022 Meeting Attendance
Board of Directors	5 of 5
Audit Committee	N/A
CNG Committee	N/A

Number of Securities Owned, Controlled or Directed as of December 31, 2022

Common Shares	Nil
Debentures	Nil

Public Directorships During Last 5 Years	Exchange	Trading Symbol
Chair of Cordy Oilfield Services Inc. (2005-2022)	TSX-V	CKK

Stephen Lockwood, LLB



Mr. Stephen Lockwood is currently a Special Advisor to the Chair and CEO of ATCO Ltd. Prior to assuming this position, Mr. Lockwood was the President and Chief Operating Officer of ATCO Structures & Logistics Ltd., a global infrastructure company, positions he held since May, 2015. Mr. Lockwood earned a Bachelor of Commerce degree from the University of Alberta in 1978 and a Bachelor of Laws degree from the University of Calgary in 1981.

Age: 67

Residence: Calgary, AB, Canada

First Elected: 2014

2022 Voting Results: 86.47% FOR

Key Skills & Experience:

- Financial
- Leadership
- Trucking/Logistics
- Oil & Natural Gas Industry
- Mergers & Acquisitions
- Corporate Governance
- Human Resources
- Health & Safety
- International Business


Board and Committee Membership	2022 Meeting Attendance
Board of Directors	5 of 5
Audit Committee	5 of 5
CNG Committee	5 of 5


Number of Securities Owned, Controlled or Directed as of December 31, 2022

Common Shares	395,250
Debentures	\$150,000

Public Directorships During Last 5 Years	Exchange	Trading Symbol
None		

How we Govern - An Overview of our Corporate Governance Practices

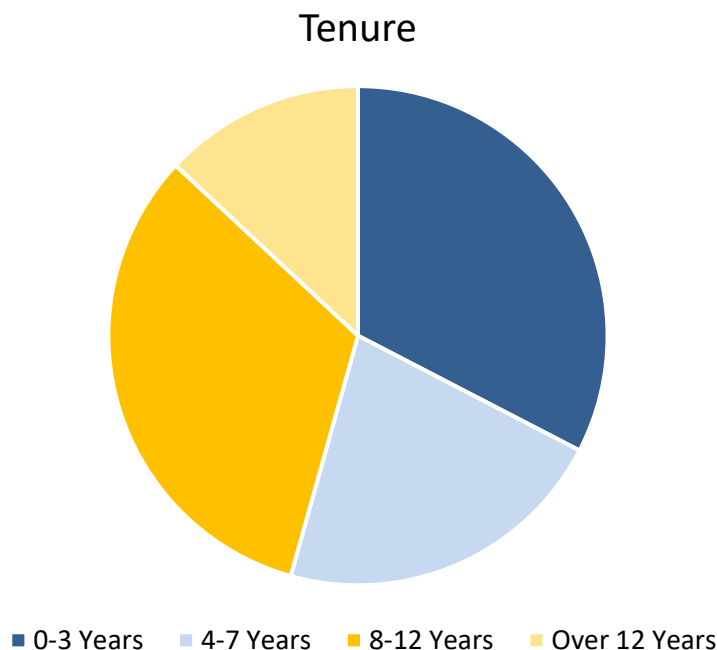
<p><u>Jamil Murji, CFA</u></p> 	<p>Mr. Jamil Murji was president and CEO of Inter-Urban Delivery Service Ltd. from 2013 to 2019 and was president and CEO of Argus Carriers Ltd. from 2016 to 2019. Mr. Murji holds an undergraduate degree in Computer Science from Simon Fraser University and a MBA from Western University's Richard Ivey School of Business. In 2007 Mr. Murji also obtained his Chartered Financial Analyst designation.</p>		
<p>Age: 46</p> <p>Residence: Coquitlam, B.C., Canada</p> <p>First Elected: July 2021</p> <p>2022 Voting Results: 97.11% FOR</p> <p>Key Skills & Experience:</p> <ul style="list-style-type: none"> • Financial • Leadership • Trucking/Logistics • Mergers & Acquisitions • Human Resources • Health & Safety • International Business 	<p>Board and Committee Membership</p>		<p>2022 Meeting Attendance</p>
	<p>Board of Directors</p> <p>Audit Committee</p> <p>CNG Committee</p>	<p>5 of 5</p> <p>5 of 5</p> <p>5 of 5</p>	
	<p>Number of Securities Owned, Controlled or Directed as of December 31, 2022</p>		
	<p>Common Shares</p> <p>Debentures</p>	<p>30,881</p> <p>Nil</p>	
	<p>Public Directorships During Last 5 Years</p>		<p>Exchange Trading Symbol</p>
	<p>None</p>		

<p><u>Richard Whitley, FCPA, FCA</u></p> 	<p>Mr. Richard Whitley retired as a partner of KPMG's Calgary office. He was with KPMG from 1984 through 2020 in the Mississauga, Toronto and Calgary offices. Prior to retiring he was the Calgary Office Managing Partner. In addition to his client responsibilities, Mr. Whitley was responsible for the oversight of the growth and client relationships of the Calgary office and its 700 people. Mr. Whitley was also part of KPMG Canada's Management Committee and National Markets Committee. Mr. Whitley graduated with a Bachelor of Commerce degree from McMaster University in 1984 and received his Chartered Professional Accountant designation in</p>		
<p>Age: 61</p> <p>Residence: Calgary, AB, Canada</p> <p>First Elected: May 2022</p> <p>2022 Voting Results: 99.10% FOR</p> <p>Key Skills & Experience:</p> <ul style="list-style-type: none"> • Financial • Leadership • Oil & Natural Gas Industry • Mergers & Acquisitions • Human Resources • Corporate Governance • International Business 	<p>Board and Committee Membership</p>		<p>2022 Meeting Attendance*</p>
	<p>Board of Directors</p> <p>Audit Committee</p> <p>CNG Committee</p>	<p>3 of 5</p> <p>3 of 5</p> <p>3 of 5</p>	
	<p>Number of Securities Owned, Controlled or Directed as of December 31, 2022</p>		
	<p>Common Shares</p> <p>Debentures</p>	<p>4,000</p> <p>Nil</p>	
	<p>Public Directorships During Last 5 Years</p>		<p>Exchange Trading Symbol</p>
	<p>None</p>		

*Note date first elected to board.

Director Tenure

We have a 15 year term limit for our non-management directors and an age term limit of 70 years. We have not adopted term limits for our management directors due to the fact that our management directors have relevant industry experience, an intimate knowledge of the business, in-depth insight to where the value of the Corporation lies as well as a strong personal commitment to Mullen Group's success. The average of our directors' tenure as at the date hereof is 9.25 years with the following breakdown of years of service:



Additional Disclosure Related to Directors

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of those persons who are proposed directors of the Corporation is, or has been within the past 10 years, a director, chief executive officer or chief financial officer of any company, including the Corporation, that while such person was acting in that capacity, was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, or after such persons ceased to be a director, chief executive officer or chief financial officer of the company, was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, which resulted from an event that occurred while acting in such capacity. In addition, none of those persons who are proposed directors of the Corporation is, or has been within the past 10 years, a director or executive officer of any company, including the Corporation, that, while such person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. None of the persons who are proposed directors of the Corporation have, within the past 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets. None of those persons who are proposed directors of the Corporation have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

CORPORATE GOVERNANCE

Ensuring strong, sustainable and socially responsible corporate governance is a priority for Mullen Group and its Board of Directors.

This section provides an overview of our corporate governance practices and tells you about our Board of Directors and Committees.

WHERE TO FIND IT

<p>22 Board of Directors - Overview</p>	<p>27 Board Manual – Mandates & Position Description</p>	<p>28 Orientation & Continuing Education</p>
<p>30 Ethical Business Conduct</p>	<p>31 Environmental, Social & Governance Management</p>	<p>32 Nomination of Directors</p>
<p>33 Compensation</p>	<p>33 Board Committees</p>	

How we Govern - An Overview of our Corporate Governance Practices

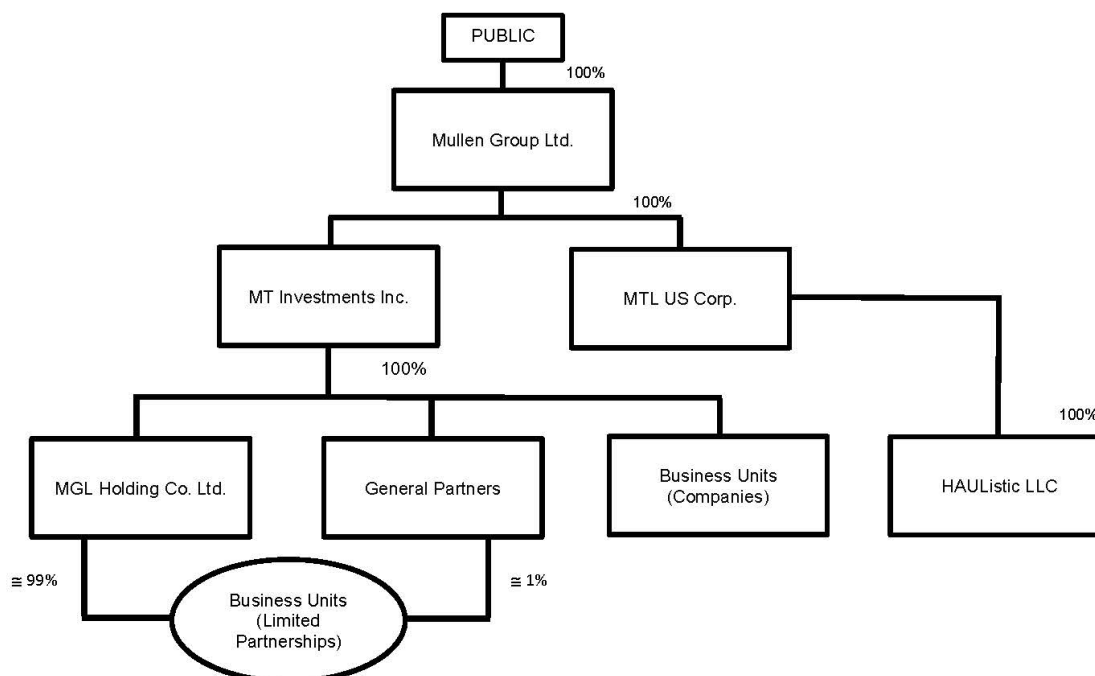
Overview

National Instrument 58-101-Disclosure of Corporate Governance Practices ("**NI 58-101**") requires reporting issuers to disclose their corporate governance practices with reference to a series of guidelines for effective corporate governance (the "**Guidelines**") set forth in National Policy 58-201 - Corporate Governance Guidelines. To assist shareholders in understanding our approach to governance it is important to understand our structure.

Our Board is responsible for the management of Mullen Group's business and affairs, with its primary responsibility to foster the long term success of Mullen Group consistent with its fiduciary responsibility to the Corporation to act in the best interest of the Corporation. We operate a decentralized business model that is non-hierarchical in nature. The business is operated through a network of wholly-owned companies and limited partnerships (the "**Business Units**"), which are divided into four distinct operating segments for reporting purposes: Less-Than-Truckload; Logistics & Warehousing; Specialized & Industrial Services; and U.S. & International Logistics. The segments are differentiated by the type of service provided, equipment requirements and customer needs.

Each Business Unit operates as a separate business unit under its own brand that is held accountable for its own performance and profitability. While the day-to-day operations of the Business Unit are the responsibility of each Business Unit's management team, our Corporate Office provides oversight and support to the Business Units by coordinating business strategies, monitoring financial and business performance, providing management services, centralized banking and financial expertise and offering shared services such as payroll, human resources support, information technology support, legal and accounting services. In addition, the Corporate Office, through its subsidiary MT Investments Inc., owns a network of real estate holdings and facilities that are leased primarily to the Business Units.

The following diagram shows Mullen Group's inter-corporate relationships. For simplification, non-material wholly-owned subsidiaries have not been included. A complete list of the Business Units is provided in our Annual Information Form dated February 8, 2023, under the heading "Business Units", a copy of which is filed on the Corporation's issuer profile on SEDAR at www.sedar.com, as well as being posted on our website at www.mullen-group.com.



Board of Directors

We review the size of our Board on an annual basis to ensure it is large enough to provide a variety of expertise and opinion, yet small enough to allow for efficient operation and decision-making.

Independence

Each year we ensure to have a Board that is comprised of a majority of independent directors. In determining a director's independence we refer to the applicable securities laws and, in particular, the "**Meaning of Independence**" set forth in National Instrument 52-110 – Audit Committees ("**NI 52-110**"), which indicates, among other things, that a director is considered independent only where the Board determines that the director has no direct or indirect material relationship with Mullen Group or its Business Units. Based on a review of NI 52-110, we have determined that:

- the Board is currently majority independent with seven of nine directors classified as independent, namely, Stephen Lockwood, Philip Scherman, Christine McGinley, Sonia Tibbatts, Jamil Murji, Richard Whitley and Benoit Durand;
- Mr. M. Mullen is not independent as he is an executive officer of Mullen Group;
- Mr. D. Mullen is not independent as he is related to Mr. M. Mullen; and
- the Board will remain majority independent following the election of directors at the Meeting with six of eight directors being independent directors, namely Stephen Lockwood, Christine McGinley, Sonia Tibbatts, Jamil Murji, Benoit Durand and Richard Whitley.

**OUR BOARD
IS MAJORITY
INDEPENDENT**

For your information, the table below sets forth the relationship between Mullen Group and its current directors:

Director	Independent	Not Independent	Reason for Status
Christine McGinley	√		No direct or indirect material relationship
Stephen Lockwood	√		While Former President and Co-Chief Executive Officer of Mullen Group, it has been more than three years since Mr. Lockwood held this position
Richard Whitley	√		No direct or indirect material relationship
Sonia Tibbatts	√		No direct or indirect material relationship
Jamil Murji	√		No direct or indirect material relationship
Benoit Durand	√		No direct or indirect material relationship
David Mullen		√	Related to Mr. Murray Mullen
Murray Mullen		√	Chair of the Board, Senior Executive Officer and President

Board Chair

We have written **TERMS OF REFERENCE** for this position. In accordance with those terms, our Board Chair guides the operations of the Board and ensures effective relations with shareholders, other stakeholders and the public. Mr. Murray K. Mullen was appointed as the Chair of our Board in 2001. While Mr. Mullen is not an independent director, the Board has established mechanisms that enable it to function independently from management if and when necessary.

How we Govern - An Overview of our Corporate Governance Practices

Lead Director

Ms. Sonia Tibbatts, the CNG Committee Chair, is currently the Lead Director of our Board. The role of Lead Director is established through, and governed by, the provisions of the written mandate of the CNG Committee, which specifically provides that the CNG Committee Chair will act as the Lead Director of Mullen Group. Since the CNG Committee's mandate provides that such committee must be comprised solely of independent directors, the role of Lead Director will always be fulfilled by an independent director.

In acting as Lead Director, among other things, the CNG Chair chairs all in-camera meetings of the Board without management; facilitates responses to shareholder or other stakeholder questions, comments and concerns directed to the independent directors as a group; ensures personal availability for consultation and communication with independent directors and with the Chair of the Board as appropriate; reviews and responds to any comments made by independent directors; and raises issues with the Chair of the Board and senior management as deemed necessary. In addition to the appointment of a Lead Director, our Board has put in place other mechanisms to ensure the Board functions independently from management. These mechanisms are discussed below.

Committees Comprised of Independent Directors

Taking into consideration the size of Mullen Group and the nature and geographic scope of our business, the Board established two committees to assist with its duties and responsibilities in meeting the Guidelines, being the Audit Committee and the CNG Committee. We have written committee mandates that provide for the committees to be comprised solely of independent directors, thereby formalizing the independence of our committees. This ensures that the comprehensive information, reports and presentations delivered at the committee level are reviewed and considered by those directors that are independent from management. In addition, individual directors may, with the approval of the Lead Director, retain an outside advisor at Mullen Group's expense.

100%
of board
committees are
independent

100%
of directors have
management
experience

33%
of board
committee
members are
women including
our Lead Director

25%
of directors are
women

[Remainder of page intentionally left blank]

How we Govern - An Overview of our Corporate Governance Practices

In-Camera Sessions

As an integral part of our governance practices, our independent directors utilize a number of in-camera sessions to ensure the Board can function independently from management.

<p>Board</p>	<ul style="list-style-type: none"> • Independent directors hold an in-camera session following each regularly scheduled board meeting. • During 2022, four such in-camera sessions were held. • All sessions were led by the independent Lead Director with the duration and agenda topics being determined by the independent directors as required to ensure that all necessary issues were addressed. • These in-camera sessions provide an effective forum for open and candid discussions with respect to the management and business of Mullen Group.
<p>Audit Committee</p>	<ul style="list-style-type: none"> • Audit Committee holds a number of in-camera sessions at each regularly scheduled committee meeting. • As standard practice, committee members conduct an in-camera session at each quarterly meeting with the external auditors. • The committee members also conduct individual in-camera sessions with each of the Chair of the Board, Senior Executive Officer and President, and the Senior Accounting Officer. • All of these sessions are led by the Audit Committee Chair and provide an opportunity for the committee members to review the quarterly financial reporting process on an individual basis with the referenced executives, as well as the external auditors, and to discuss any matters that the Audit Committee considers appropriate. • These in-camera sessions occurred at all Audit Committee meetings held during 2022. • In addition, upon receiving the annual report on Effectiveness of Disclosure Controls and Internal Controls over Financial Reporting from PwC, the Audit Committee conducted an in-camera session with said firm.
<p>CNG Committee</p>	<ul style="list-style-type: none"> • The CNG Committee conducts an in-camera session following each regularly scheduled committee meeting. • As standard practice, the committee members also receive an in-camera report from the Chair of the Board at each meeting. • All sessions are led by the Lead Director and provide an opportunity for open and candid discussions with respect to management, succession plans, executive compensation and governance related matters. • These in-camera sessions occurred at all CNG Committee meetings held during 2022.

How we Govern - An Overview of our Corporate Governance Practices

Meeting Attendance

Mullen Group expects that all directors will maintain an excellent attendance record. While our directors strive for perfect attendance, there are those instances when a director misses a meeting for "**good reason**", such as a family or medical emergency, or a previously scheduled commitment that cannot be changed.

We have adopted an electronic board portal for use by the directors in relation to meeting materials. This ensures that, to the extent possible, directors have access to meeting materials wherever they are located. Comprehensive meeting materials addressing the business to be covered at a meeting are posted prior to the meeting date. In addition, quarterly reports are posted on the board portal for the Directors' reference. Directors who are unable to attend a meeting are responsible for reviewing the meeting materials and communicating their views to the appropriate Chair or the Lead Director.

During 2022, the Board held four regularly scheduled quarterly meetings and one additional meeting for special business. Each director's attendance record has been outlined in the respective profiles in the section entitled "Director Profiles" beginning on page 16.

Other Directorships

Our Board has not adopted a formal policy limiting the number of outside directorships that can be held by its directors.

Rather, we make our directors aware that certain parties suggest best governance practices should limit the number of outside public directorships held. While these parties suggest that directors who are also CEOs should hold no more than two outside public directorships, we believe that the directors themselves are best able to determine whether their external roles will impact their ability to serve on our Board.

OUR CEO DOES NOT HOLD ANY OUTSIDE PUBLIC DIRECTORSHIPS

Each year through the Board's annual assessment process, directors are asked to confirm that they have adequate time and resources to commit to Mullen Group and, in particular, that holding additional outside directorships does not interfere with their ability to devote the expected time and resources to fulfill their duties and responsibilities to Mullen Group. Individual directors are required to consult with the Board Chair and/or the Lead Director when considering an appointment to the board of another reporting issuer. Additionally, individual directors whose professional responsibilities outside Mullen Group have changed since they were elected to the Board, are required to notify the Board Chair and/or Lead Director. A listing of other directorships is provided in each director's respective profile in the section entitled "Director Profiles" beginning on page 16.

There are ***NO INTERLOCKING BOARD RELATIONSHIPS*** amongst our directors.

Board Manual - Mandates and Position Descriptions

Our Board has established a written manual (the "**Board Manual**") outlining, among other things, the key guidelines governing the Board's operation, as well as providing written mandates, or terms of reference, for the Board and its committees, individual directors, Chair of the Board, Chair of each committee of the Board and Senior Executive Officer. The Board Manual acts as a resource and guide for directors by documenting board processes as such evolve over time and acts as a foundational guide when questions or areas of confusion arise. The Board Manual includes Mullen Group's history and structure, the role of the Board, the role of its committees and individual directors, including, the expectation that directors will be able to commit a reasonable amount of time and resources to carry out their duties. The Board Manual is posted on our board portal for the directors' ease of reference.

Board Mandate

- Our Board Manual includes a written **MANDATE** for the Board outlining its principal duties and responsibilities underlying such.
- The full text of such mandate is attached to this Information Circular as Schedule A.
- The Board Manual also includes written mandates for each of the Audit Committee and the CNG Committee.

Position Descriptions

- The Board Manual also includes written **TERMS OF REFERENCE** (or position descriptions) delineating the roles and responsibilities for the Chair of the Board and Senior Executive Officer.
- In addition, the CNG Committee mandate sets forth the specific responsibilities of the CNG Committee Chair acting in his or her capacity as Lead Director.
- The Audit Committee mandate sets out the roles and responsibilities of all Audit Committee members including the Audit Chair.

Review Process

- As part of the CNG Committee's standard work plan, the Board Manual is reviewed on an annual basis to ensure that it remains current.
- This review includes the consideration and review of evolving regulatory developments and governance best practices.
- Such review ensures that the Board Manual reflects these practices while remaining appropriate to our circumstances and is also in the best interests of Mullen Group, our shareholders and other stakeholders.

Orientation and Continuing Education

Orientation

We are committed to ensuring both new and continuing directors have insight into the nature and operation of our business, as well understanding the roles and responsibilities of the Board, its committees and individual directors.

New Directors: The Board looks at new director orientation on an individual basis. We orient newly elected or appointed directors through meetings with existing directors, an invitation to attend meetings in advance of election or appointment, and by providing them with a comprehensive package of materials, compiled specifically to orient such director to the Board based upon that director's specific needs and areas of interest. We meet one-on-one with new directors to provide a fulsome orientation and review of the information package provided. These packages typically include the Board Manual, corporate information, director profiles, meeting information, Mullen Group's strategic plan, By-laws, disclosure documents, corporate policies (including detailed information relating to blackout periods and insider trading practices), relevant materials relating to topical matters relevant to Mullen Group and past meeting minutes.

Existing Directors: Utilizing our online board portal ensures the Board is kept up-to-date and current with respect to the nature and operation of our business through the posting of annual operating summaries from our Senior Accounting Officer, as well as the quarterly business reviews from each of our Business Units. These quarterly reviews provide financial data, safety results and qualitative information in relation to economic factors impacting each Business Unit. In addition, the electronic portal provides easy access to past meeting materials, corporate policies and our Board Manual. Both new and continuing directors also gain insight into the nature and operation of Mullen Group's business through in-house presentations and reports by management, the comprehensive business reviews and analysis provided by each Business Unit in preparation for the annual budget process and attendance at Mullen Group hosted conferences.

In-House Presentations: Directors gain exposure to our individual Business Units when senior management from individual Business Units present information to the Board relative to major or strategic projects. These types of presentations provide an effective forum for open discussions through which the directors and a Business Unit's management team can review operational and financial expectations relative to specific projects, safety performance, specific training requirements and human resource initiatives while simultaneously providing the directors with insight into the operations of specific Business Units. In addition, the directors have the opportunity to directly engage with the Corporate Office's Team Leaders in the Safety and Loss Prevention Department, IT Department, Facilities & Infrastructure Department and Human Resources Department during those departments' annual presentations to the Board. These presentations provide the opportunity for the directors to review current initiatives and emerging trends with those individuals responsible for oversight and implementation.

Education

External Continuing Education: The directors are encouraged to participate in courses and/or seminars dealing with financial literacy, information/cybersecurity, ESG matters, corporate governance and related matters. Several of our directors participate in additional seminars either by virtue of their professional designations or through their voluntary election to take part in continuing education. Seminars attended in 2022 ranged from seminars put on by the Institute of Corporate Directors, accounting firms, law firms, financial advisory firms and industry management conferences. Topics included but were not limited to director skills development, financial reporting updates, taxation updates, fraud, ethics, corporate governance trends, ICD.D courses, cybersecurity, board performance and seminars on various ESG topics.

Mullen Group-Specific Education: Mullen Group's senior management arranges for directors to have access to information on an ongoing basis pertaining to matters such as emerging trends in corporate governance, key accounting considerations, emerging issues in information technology, safety and human resources metrics. Comprehensive meeting materials are posted to the board portal in advance of each board or committee meeting, together with supplementary materials as required.

How we Govern - An Overview of our Corporate Governance Practices

On September 24 -26, 2022, Mullen Group held an Insights Conference for our Business Units and directors covering a variety of topics as outlined below.

<u>Topic</u>	<u>Description</u>
Keynote Addresses	<ul style="list-style-type: none">• Generations in the Workplace – The Great Transition: Opportunity or Challenge• New Power - On the Road Transportation• Digital Transformation – Empowering Everyone in the New Era of Work
Human Resources	<ul style="list-style-type: none">• Top HR trends, process automation & legislative updates.
Information Technology	<ul style="list-style-type: none">• Business continuity & process improvements through technology.
Finance	<ul style="list-style-type: none">• Finance innovations & insights.
Health, Safety & Environment	<ul style="list-style-type: none">• Safety culture, statistics & technology.
Corporate Strategy and Initiatives	<ul style="list-style-type: none">• Mullen Group overview, strategy, people and initiatives.
Legal	<ul style="list-style-type: none">• Legal issues and trends in Canada & U.S.A. impacting the transportation sector.

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Ethical Business Conduct - Policies and Standards

We are committed to quality service with a strong culture of integrity. **Honesty, Trust, Respect and Integrity** are the most fundamental ethical values and principles upon which we operate. Our policies are meant to reinforce our workplace culture by providing a common framework and guide for establishing standards, identifying issues and addressing concerns. We have four policies that are supervised by the Board, being our Behaviour Guide - How We Conduct our Business (*i.e.*, *our code of ethics and conduct*), Integrity and Financial Concern Policy ("**Whistleblower Policy**"), External Communications and Disclosure Policy, as well as our Trading in Securities Policy. Our policies take into consideration the nature of our decentralized operating structure and are developed so as to be appropriate to our specific circumstances. The CNG Committee, together with the Audit Committee as required, reviews our policies annually and implements changes where necessary.

Code of Ethics and Conduct (<i>i.e.</i> the Behaviour Guide)	<p>Our Code of Ethics and Conduct is known as the Behaviour Guide. The Behaviour Guide can be found on the Corporation's issuer profile on SEDAR at www.sedar.com. This document is also available upon request from our Corporate Investor Services group at ir@mullen-group.com.</p> <p>All employees and directors are provided with access to the Behaviour Guide, which covers a wide range of topics and outlines the responsibilities, guidelines and ethical standards expected of our employees, including conflicts of interest, whether actual or perceived, and the disclosure of such interests. In particular, employees are expected to conduct their business affairs in a manner that ensures their private or personal interests do not interfere with the interests of Mullen Group and remain compliant with the provisions of the guide. We require our directors to annually acknowledge that they have received and read the Behaviour Guide as well as certify that their conduct is consistent with such guide.</p> <p>Under the Behaviour Guide, we advocate an open door policy for our employees, encouraging them to discuss with management any issues or potential issues that may arise. The Board monitors compliance with the Behaviour Guide through quarterly reports from Mullen Group's human resources department. During 2022 there were no reports filed that pertain to any conduct of a director or executive officer that constitutes a material departure from the guide.</p>
Whistleblower Policy	<p>In addition to the Behaviour Guide, we have a Whistleblower Policy under which a confidential, anonymous hotline has been established so that individuals can identify concerns. This hotline is hosted by an independent third party service provider. It can be accessed through the Internet at www.whistleblowerservices.com/mtl or toll-free to 1-866-270-3866.</p> <p>The Audit Committee Chair monitors the hotline and reports on any matters arising thereunder to the Audit Committee and the Board at each quarterly meeting. The Audit Committee Chair receives all reports of issues raised through Mullen Group's whistleblower hotline, for which no material issues were identified in 2022.</p>
External Communications and Disclosure Policy	<p>Under this policy, we provide timely, fair and accurate disclosure of all material information relating to Mullen Group in accordance with applicable securities laws to ensure our shareholders and other stakeholders are publicly informed about our affairs.</p>
Trading in Securities Policy	<p>We have established a trading policy that, among other things, prohibits insider trading, addresses regular black-out periods, prohibits speculative or hedging transactions and meets the requirements of all applicable laws in regards to the trading of our securities.</p>
Conflicts of Interest	<p>We monitor any conflicts of interest that may arise from time to time in a number of ways including requiring our directors and officers to disclose all other companies on which they serve as an officer or a director. Any conflicts that arise will be resolved in accordance with the <i>Business Corporations Act</i> (Alberta), including the duty of such directors and officers to act honestly and in good faith with a view to the best interests of Mullen Group. Management is required to disclose any material interest in a transaction or agreement being considered by the Board. Should a material interest arise, then such individual would not be present during the directors' meeting at which such transaction is being considered.</p>

Environmental, Social and Governance Management



The Board believes that environmental, social, and governance ("ESG") practices contribute to long-term value for our shareholders. In delivering that value, we must remain committed to workplace safety, environmental stewardship and social responsibility. Our Board oversees operational, safety and environmental risk, and monitors compliance with our HSE programs through regular reporting from management.

The Board understands effective management of ESG matters is both consistent with the Corporation's core values and critical to its long-term sustainability. The Board also recognizes that ensuring the integration of ESG matters and responsible business practices into the Corporation's operations and culture will contribute to long-term shareholder and stakeholder value.

Our Business Units have the ability to offer multi-faceted solutions including diverse modes of transportation from over the road transportation to intermodal. We are dedicated to creating a more sustainable supply chain by innovating fleet operations, improving fuel mileage and using technology to reduce our environmental footprint.

Global supply chains and sustained e-commerce have increased the demand for logistics and transportation solutions. While our business benefits from this trend, our business activities also have an impact on the global environment, primarily in the form of carbon emissions.

Responsibility to reduce emissions from supply chains is important in customer and corporate decision-making. As such, companies are reaching out to business partners with similar goals, turning fuel efficiency and emissions reductions into a business-to-business proposition. Our goal is to minimize environmental impacts by focusing on continuous improvement measures aimed at protecting the environment.

A key way that we demonstrate our dedication is through membership in the SmartWay Transport Partnership. Originally launched by the United States Environmental Protection Agency in 2004, SmartWay has been administered in Canada by Natural Resources Canada since 2012. Mullen Group, through its Business Units, were some of the initial members of SmartWay in Canada. SmartWay Transport Partnership certified carriers are invested in reducing fuel emissions, improving efficiency, and encouraging best practices in their freight supply chains. By moving goods in the cleanest, most efficient way possible, SmartWay Partners foster higher productivity while protecting the environment. To date, 79.0 percent of our Business Units are SmartWay Partners.

Our goal is to create meaningful value for all of our stakeholders. What you can expect:

Employees: Providing all personnel with a quality and safe work environment, fair, flexible and inclusive policies, training and development and meaningful career development opportunities.

Shareholders: Delivering long-term value to our shareholders with a proven business strategy of entrepreneurship, strong capital management, operating a decentralized business model and maintaining a well-structured balance sheet.

Customers: Providing customers with an essential service allowing them to compete on a local and global scale.

Communities: Supporting the communities in which we operate with employment opportunities and economic development and by supporting local charities and initiatives.

Our industry is constantly changing, and we believe it is important to continually monitor how change impacts our most critical ESG issues. We continue to evolve our enterprise ESG strategy and goals to ensure our ESG initiatives continue to support how the Corporation governs its business, the minimization of environmental impacts, investment in and support of our people, service to customers, engagement with the communities in which we operate and our focus on safety.

We invite you to review our ESG Report on our website at www.mullen-group.com

Nomination of Directors

Our CNG Committee develops and regularly reviews the long term plan for the composition of the Board taking into consideration the current strengths, skills and experience of the Board, retirement dates, onboarding timeframes and the strategic direction of Mullen Group. The CNG Committee is responsible for identifying and recruiting new candidates for nomination to the Board, in consultation with the Board Chair. The CNG Committee recommends potential candidates to the Board for approval, taking into consideration the competencies and skills necessary for the Board as a whole. To assist with this process, the CNG Committee maintains a skills matrix identifying:

- (a) the individual skills and qualifications that each director is expected to possess, which add value to Mullen Group's business functions, as well as personal attributes associated with effective boardroom dynamics and decision-making processes; and
- (b) various skills and areas of expertise that it believes are important for the Board, as a whole, to ensure the Board continues to foster the long-term success of Mullen Group by providing the strategic resources that are required to carry out the Board's oversight function.

The matrix is updated every two years and is used by the CNG Committee to monitor the Board's composition and its underlying areas of expertise.

Attributes Expected of all Board Members:	
Integrity / Accountability	Demonstrates high ethical standards, avoids conflicts of interest, acts in the best interests of Mullen Group, and maintains the public confidence and goodwill of all Mullen Group stakeholders.
Team Oriented	Demonstrates the ability to function in a team environment by working effectively and collaboratively with peers. Maintains a positive attitude towards resolving conflict and developing and maintaining healthy relationships.
Independence	Ability to formulate or maintain one's own opinion, while remaining objective in considering other perspectives.
Business Judgement/Analytical	Ability to leverage one's own experience and wisdom in making sound strategic and operational business decisions. Demonstrates business acumen and a mindset for risk oversight.
Commitment	Availability and willingness to attend and contribute to board meetings and/or functions, travel as necessary and take leadership roles as required.
Diversity	Contributes to the Board in a way that enhances board perspective through one's own differences in culture, geographic origin, age, personality, gender, skill, training, educational background and/or life experience.
Attributes Required by the Board as a Whole:	
Financial Experience	Senior executive or consulting experience in financial accounting and reporting and corporate finance, especially with respect to debt and equity markets. Comprehensive knowledge of internal financial controls and generally accepted accounting principles. Experience in auditing, evaluating or analyzing financial statements. May have formal education in this regard.
Trucking/Logistics Industry	Knowledge and experience in the trucking/logistics industry throughout North America.
Oil and Natural Gas Industry	Knowledge and experience in or one or more areas in which the Business Units within Mullen Group's oilfield services segment operate.
Leadership (Senior Level Management Experience)	Experience as a senior executive officer responsible for driving strategic insight and providing direction to encourage innovation and growth.
Mergers & Acquisitions Experience	Experience as a senior executive officer and/or legal or financial experience in merger & acquisition activity. Includes consulting roles and may include formal education in this regard.
Corporate Governance Experience	Senior executive experience relating to corporate governance matters (such experience includes serving in a senior role as General Counsel or Corporate Secretary and includes expertise in this regard as a result of a role in a legal or accounting firm). May include formal education or other academic training relating to the corporate governance profession (including ICD.D or other specific director's designations).
Human Resources Experience	Senior executive experience relating to human resources matters such as broad knowledge of employment law, compensation, organizational planning, organizational development and employee relations.
International Business Experience	Experience working in an organization with international operations and understanding of different political and regulatory requirements.
Health, Safety and Environmental	An understanding of industry regulations and public policy related to workplace health and safety.

Compensation

A description of our compensation practices are discussed under the heading "Our Compensation Program – Discussion and Analysis" beginning on page 39 and in the section entitled "2022 Executive Compensation" beginning on page 49.

Board Committees

The Board has two committees, being the CNG Committee and the Audit Committee.

In accordance with each committee's written mandate, all committee members must qualify as an "independent director" under the applicable regulatory rules and legislation. This is another mechanism we use to ensure Board independence.

CNG Committee:

Our CNG Committee's primary functions are to assist the Board in fulfilling certain of its oversight responsibilities by reviewing and making recommendations regarding Mullen Group's: (i) compensation policies and practices; (ii) governance policies and practices; and (iii) senior executive succession plans. Over the last few years, our CNG Committee has made significant advances in relation to addressing compensation programs, emerging governance practices and policies including Board composition, as well as monitoring the overall succession plans for Mullen Group. In addition, the CNG Committee is responsible for conducting the annual assessments described on page 37, as well as the nomination process identified under the heading entitled "Nomination of Directors" on page 32.

Written Work Plans set the Schedule

By virtue of the committee's written mandate, the CNG Committee Chair is the Board's "**Lead Director**". The CNG Committee typically meets four times a year and works from a written work plan setting forth its focus for the year to ensure it meets all of its underlying responsibilities. During 2022 the CNG Committee addressed all items required under its mandate and included in its annual work plan, including the key activities outlined in the CNG Committee Report that follows on page 34.

**Written Work
Plans set the
Schedule**

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How we Govern - An Overview of our Corporate Governance Practices

Message from our CNG Committee Chair

CNG Committee Report	
<p>Sonia Tibbatts, Chair and Lead Director Christine McGinley Rick Whitley Benoit Durand Stephen Lockwood Philip Scherman Jamil Murji</p>	<p>The CNG Committee oversees Mullen Group's corporate governance practices to ensure those practices effectively meet the intention of the Guidelines while aligning with our culture. The committee monitors emerging best governance practices, implementing changes when it is deemed necessary and practical to enhance our governance processes while remaining cognizant of our decentralized operating structure.</p> <p>As a committee, we believe Mullen Group's corporate governance practices meet the underlying responsibilities of the Guidelines while remaining appropriate to our circumstances. The board has determined that each member of the CNG Committee is independent for the purposes of board independence standards and pursuant to Canadian Laws. During 2022 we met on four occasions and successfully addressed all areas within our work plan. A summary of the CNG Committee's key responsibilities and activities addressed in 2022 is outlined below.</p>
Key Responsibilities	Key Activities
Corporate Policy Oversight & Approval	<ul style="list-style-type: none"> Conducted annual review of our corporate policies, <i>i.e.</i>, our code of conduct known as the "Behaviour Guide - How We Conduct our Business", Whistleblower Policy, External Communications and Disclosure Policy, and Trading in Securities Policy. Ensured such policies aligned with Mullen Group's culture and core objectives.
Management Succession	<ul style="list-style-type: none"> Annual review and support of Mullen Group's management development process and succession plans.
Board Director Recruitment & Succession	<ul style="list-style-type: none"> Oversaw and implemented a director recruiting process in connection with the addition of two new directors, Richard Whitley and Benoit Durand. Recommended committee membership and chair appointments to independent directors.
Director Evaluation & Orientation	<ul style="list-style-type: none"> Oversaw the implementation of the director onboarding process that occurred in connection with the election of Richard Whitley & Benoit Durand. Oversaw the 2022 board evaluation process which included the Corporation's comprehensive internal board evaluation.
ESG Matters	<ul style="list-style-type: none"> Reviewed and discussed the environmental, social and governance practices of the Corporation
Director & Executive Compensation	<ul style="list-style-type: none"> Evaluation of the Senior Executive Officer. The review and assessment of reports compiled for benchmarking purposes against our Comparator Group (refer to page 41) in relation to the various components of remuneration for directors and executive officers as well as the compensation practices of the Corporation. The review and approval of the 2022 Profit Share Report. The review and approval of the 2022 Compensation Program.
Governance Compliance	<ul style="list-style-type: none"> Approved 2022 CNG Workplan. Monitored regulatory developments and corporate governance best practices, including Board diversity and environmental, social and governance management. Monitored compliance with applicable laws relating to corporate governance.
In Camera Sessions	<ul style="list-style-type: none"> Held in camera sessions with the Senior Executive Officer at each CNG Committee meeting.

How we Govern - An Overview of our Corporate Governance Practices

Audit Committee:

The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to: (i) the integrity of the financial information provided to Mullen Group's shareholders, regulatory bodies and other interested parties; (ii) compliance with accounting and finance based regulatory requirements; (iii) the internal financial control systems established by management; (iv) the work of the external auditors, including their qualifications and independence from Mullen Group; and (v) the audit process.

The written mandate for the Audit Committee requires that all members must be "**financially literate**", in addition to qualifying as an "**independent director**" under the applicable regulatory rules and legislation. We consider an individual as being financially literate if he or she can read and understand financial statements that are generally comparable to ours in breadth and complexity of issues.

We are confident that our Audit Committee is comprised of members with the expertise necessary to fulfill its mandate. The Audit Committee is currently chaired by Mr. Philip Scherman who will not be standing for re-election due to the tenure limits of Mullen Group. It is the intention of the Board after the Annual Meeting that Mr. Richard Whitley will be appointed as the chair of the Audit Committee. Prior to his retirement, Mr. Whitley was a partner of KPMG's Calgary office. He was with KPMG from 1984 through 2020 in the Mississauga, Toronto and Calgary offices. Prior to retiring he was the Calgary Office Managing Partner. Mr. Whitley was also part of KPMG Canada's Management Committee and National Markets Committee. Mr. Whitley graduated with a Bachelor of Commerce degree from McMaster University in 1984 and received his Chartered Professional Accountant designation in 1986. The Audit Committee's annual report outlining the substantive matters reviewed during 2022 follows on page 36.

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How we Govern - An Overview of our Corporate Governance Practices

Message from our Audit Committee Chair

Audit Committee Report	
<p>Philip Scherman, Chair Christine McGinley Rick Whitley Benoit Durand Stephen Lockwood Sonia Tibbatts Jamil Murji</p>	<p>The Audit Committee's primary function is to assist the Board in fulfilling its oversight responsibilities in relation to accounting, internal controls, financial reporting and regulatory processes and filings, and the auditing of Mullen Group's consolidated financial statements. In doing so, annually we establish a structured work plan that aligns with our written mandate to ensure that all relevant matters are monitored and considered appropriately. During 2022 we successfully addressed each component of our written mandate and audit committee work plan. We met quarterly with management receiving comprehensive reports and presentations from the Senior Accounting Officer that provided detailed results on both a consolidated and segmented basis.</p> <p>In addition to the certain practices and approvals undertaken, including meeting with auditors and reviewing Mullen Group's financial results and internal control practices on a quarterly and annual basis, as well as monitoring changes to significant accounting policies and key accounting estimates, a summary of the Audit Committee's key responsibilities and activities addressed in 2022 is outlined below.</p>
Key Responsibilities	Key Activities
Financial Statements & Related Disclosures	<ul style="list-style-type: none"> Reviewed and approved the quarterly interim and annual financial statements and related disclosure documents. Reviewed and assessed key audit matters. Received and considered the quarterly reports from the management Disclosure Committee. Reviewed regulatory filings relating to the Corporation's normal course issuer bid.
Internal Control Processes	<ul style="list-style-type: none"> Monitored the internal control review process and findings and reviewed the reports on the Effectiveness of Disclosure Controls and Internal Controls over Financial Reporting.
Material Financial & Other Enterprise Risks	<ul style="list-style-type: none"> Reviewed management's annual report assessing enterprise risk and reviewed with management the processes used by them to assess, monitor and manage such risks.
External Auditors	<ul style="list-style-type: none"> Reviewed and approved the audit plan of the Auditor and pre-approved the provision of all non-audit services by the Auditor. Reviewed, assessed and evaluated the provision of audit services, with the primary objective being to evaluate the expertise and independence of the Auditor.
Significant Legal Compliance Policies & Procedures	<ul style="list-style-type: none"> Reviewed & approved the Audit Committee mandate and work plan, implementing changes as required within the work plan. Such mandate is included as a schedule to Mullen Group's 2022 Annual Information Form dated February 8, 2023 available on the Corporation's issuer profile on SEDAR. Monitored financial reporting and regulatory changes and developments. Participated in the annual review of corporate policies undertaken by the CNG Committee as such related to internal controls, accounting and disclosure matters.
Adequacy of Insurance	<ul style="list-style-type: none"> Considered and assessed management's annual report on adequacy of insurance coverage.
Whistleblower Matters	<ul style="list-style-type: none"> Monitored our Whistleblower hotline, through which no material reports were identified.
In Camera Sessions	<ul style="list-style-type: none"> Held in camera sessions with the Senior Executive Officer and Senior Accounting Officer at each Audit Committee meeting.

How we Govern - An Overview of our Corporate Governance Practices

The Canadian Securities Administrators' Audit Committee Rules include requirements regarding audit committee composition and responsibilities, as well as reporting obligations with respect to audit related matters. For detailed information related to Mullen Group's Audit Committee, reference is made to the section entitled "**Audit Committee Information**" of Mullen Group's Annual Information Form dated February 8, 2023, which is available on the Corporation's issuer profile on SEDAR at www.sedar.com and on our website at www.mullen-group.com or on request.

Assessments

Annual Evaluation of Board, Committees, Individual Directors and Peer Assessment

The CNG Committee administers the process for assessing the effectiveness of the Board as a whole, the Chair of the Board, the committees of the Board, and individual directors of the Board. The annual evaluation process was designed to provide directors with an opportunity to evaluate how the Board is operating and to make suggestions for improvement. It was designed primarily to provide constructive input for the improvement of the Board "as a whole or as a unit".

A questionnaire is circulated annually to each director, which analyzes the organization and performance of the Board against the description of the Board duties and responsibilities and corporate governance best practices, and provides an opportunity for each director to evaluate his or her own performance as well as that of his or her peers. In order to achieve the latter evaluation, a peer assessment section is included in the questionnaire. The results of the evaluation are compiled by the Lead Director and reported to the CNG Committee. The results are also presented within the CNG Committee's report to the Board at which time any concerns are addressed with the Board. The directors discuss the results of the evaluation and the Lead Director conducts follow-up as required.

Each year the Senior Executive Officer completes a self-evaluation in the same manner as all other Mullen Group employees. A separate evaluation of the Senior Executive Officer is also completed by each independent director. The results of the evaluation forms are summarized by the Lead Director and addressed directly with the Senior Executive Officer, and then reported to the CNG Committee.

Policies Regarding the Representation of Women on the Board and Management

Our Board has not adopted a written policy relating to the identification and nomination of female directors. Our Board believes that Board nominations should be made on the basis of the skills, knowledge, experience and character of individual candidates and the requirements of our Board at the time. Our company believes that considering the broadest group of individuals who have the skills, knowledge, experience and character required to provide the leadership needed to achieve the business objectives of our company, without reference to their age, gender, race, ethnicity or religion, is in the best interests of our company and all of our stakeholders. Our Board believes this approach applies equally to executive officer positions and as such, has not adopted a policy or undertaken a formal consideration process in respect of the appointment of women to executive officer positions. Our Company has not adopted any formal targets with respect to the appointment of women to our Board or as executive officers. As of the date hereof two of our current directors are women (25.0%) and forty-one of our executive officers (inclusive of our Business Units) are women (30.0%). Our Board recognizes the benefits of diversity within our Board and is pleased to have our two female directors standing for re-election in 2023.

OUR COMPENSATION PROGRAM

Our compensation program is designed to attract and retain high-quality individuals at all levels of the organization, maintain an entrepreneurial spirit by linking incentives to performance results and align the interests of senior management and executives with those of shareholders and our corporate goals and priorities.

This section provides an overview of our compensation practices and philosophy.

The information included in this section and the section of our Information Circular entitled "2022 Executive Compensation" is intended to help you understand our executive compensation program so that you can cast your Say on Pay vote.

WHERE TO FIND IT

39 Our Compensation Program – Discussion & Analysis	43 Compensation Program – Total Elements of Compensation	44 Base Salaries, Corporate Performance Plan & Annual Profit Share
45 Compensation Risk	47 Details of Stock Option Plan	

Our Compensation Program – Discussion and Analysis

Overview

Our compensation programs and philosophy have been developed as a means to support the growth, diversification and long term success of a public organization. The compensation framework emphasizes the retention of executives and senior management as a key element in the performance of Mullen Group along with the strategy of maintaining a decentralized business model whereby the Business Units are incented to generate superior profitability and returns on capital deployed while simultaneously ensuring the businesses operate safely.

We review all components of our compensation framework on an annual basis to ensure such remain relative to the current market. Generally speaking we believe in - **PAY FOR PERFORMANCE** - it's a fundamental component of our compensation program for executives and senior management. To assist shareholders in understanding our approach to compensation at the senior level, a discussion follows addressing our compensation philosophy and program, together with the underlying principles and practices associated with such. Specific information relating to compensation paid to our named executive officers for 2022 can be found in the Named Executive Summary Compensation Table on page 53 and under the "Summary Discussion of Named Executive Officers 2022 Compensation" on page 54.

Compensation Philosophy

Our compensation programs are designed to attract and retain high-quality, experienced individuals at all levels of the organization, maintain an entrepreneurial spirit by linking incentives to performance results and align the interests of senior management and executives with those of shareholders. Generally speaking, these programs offer compensation that is competitive with companies that are of similar size and operate in similar industries. However, the primary principle for all of Mullen Group's compensation programs is based upon the philosophy of pay for performance and as such, the attainment of superior results, both from a financial perspective and a safety perspective, is the ultimate objective.

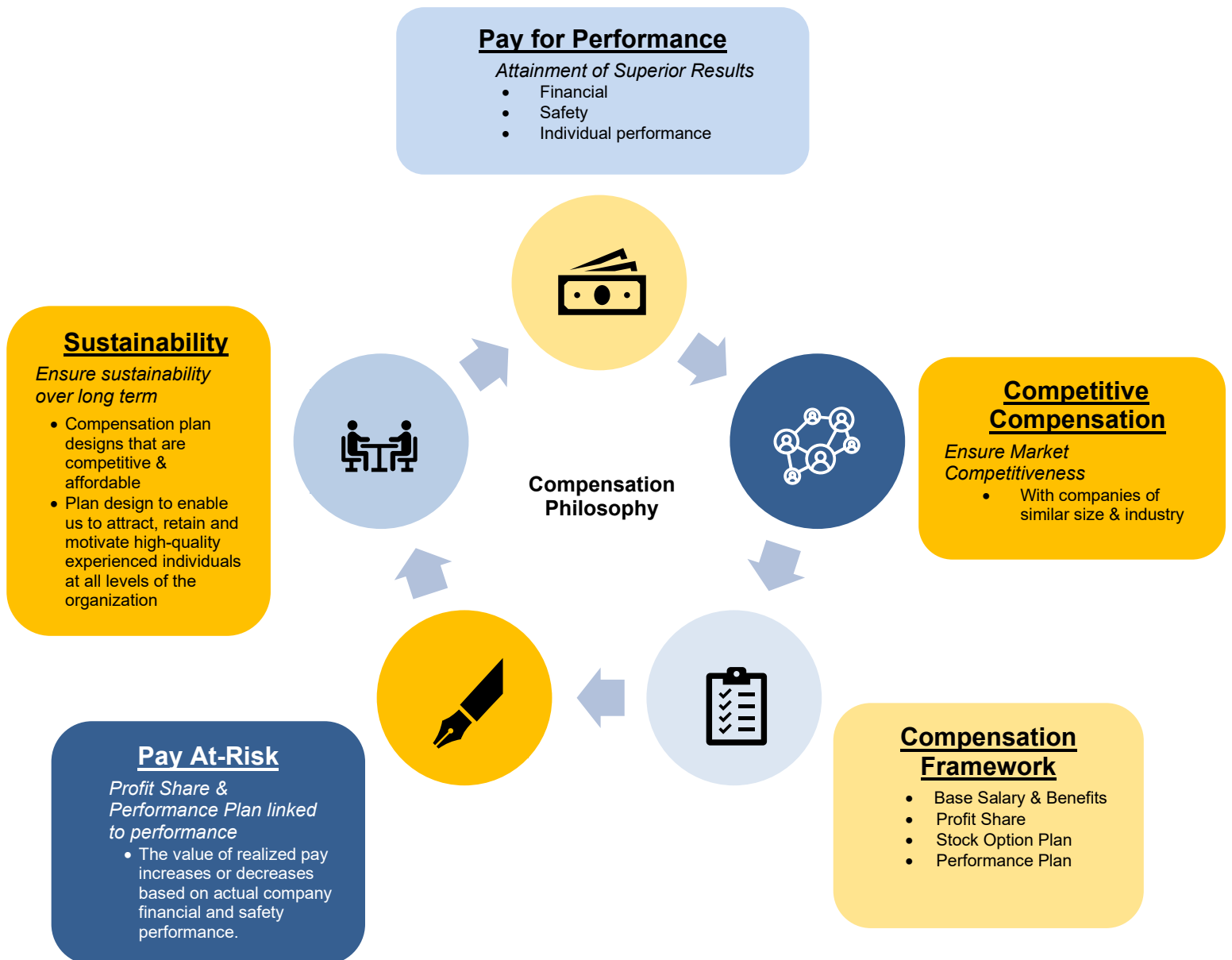
Compensation is based upon an individual's role and areas of responsibility within our organization, individual performance, the overall operating profitability and safety performance of the Business Units and the long term performance of Mullen Group. The - **COMPENSATION FRAMEWORK** - encompasses the following components:

- competitive base salaries and benefits;
- monthly performance plan with a focus on retention of key leaders within Mullen Group;
- performance based pay that focuses on the financial performance of the Business Units and Mullen Group, including annual return on invested capital thresholds; and
- an equity-based award that focuses on the long term growth in shareholder value consisting of share options for senior management.

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Our Compensation Program – Discussion and Analysis

Our approach to compensation is unique and is designed to work for Mullen Group's business model of diversified operating segments and geographic differences by ensuring that the total compensation available to employees, senior management and executives is aligned with our corporate goals.



Our compensation philosophy has a team focus and its goal is to maintain entrepreneurial spirit by linking incentives to performance results and align the interests of senior management and executives with those of shareholders.

Our Compensation Program – Discussion and Analysis

Benchmarking

We review the compensation practices of a wide range of organizations (the "**Comparator Group**") on an annual basis to ensure that our approach to compensation is relevant to current industry trends and practices. The companies in the Comparator Group vary in size but are similar in scope and nature to the various sectors of the Canadian economy in which Mullen Group operates. These companies have a range of lower, similar and higher financial returns as compared to Mullen Group. We review the composition of the Comparator Group on an annual basis and may modify such from time to time to reflect changes in similar companies, industry mergers and acquisitions and other appropriate considerations.

Our benchmarking philosophy is simple – **WE ARE A TEAM**. Our team focused philosophy in its simplest form recognizes that there needs to be "less me, more we". As such, we compare the collective average compensation of our senior executive team with the collective average compensation of the executive teams within our Comparator Group. We are of the view that this best reflects our approach to how our senior executive team conducts itself and is a more accurate comparative tool.

For 2022 the Comparator Group consisted of the following entities:

Transportation/Logistics
<p>TFI International Inc. Andlauer Healthcare Group Ltd. Chorus Aviation Inc. Exchange Income Corp. Richelieu Hardware Ltd.</p>

Compensation Governance

The CNG Committee, which is comprised only of independent directors, oversees the compensation program for Mullen Group's executives and senior management. During 2022 the committee's members were Sonia Tibbatts (Chair), Christine McGinley, Benoit Durand, Richard Whitley, Stephen Lockwood, Jamil Murji and Philip Scherman. Each of these individuals currently perform, or have performed compensation reviews and assessments, at the senior executive level within their respective professions and board experience and, as such, are capable of assessing the suitability of Mullen Group's compensation practices and its succession plans.

Following the compensation review and approval process outlined on page 42, the CNG Committee reviews Mullen Group's annual compensation program and recommends it to the Board for approval. The annual compensation program is benchmarked against the Comparator Group to ensure Mullen Group remains competitive in the marketplace, taking into consideration the following characteristics compared to those of Mullen Group:

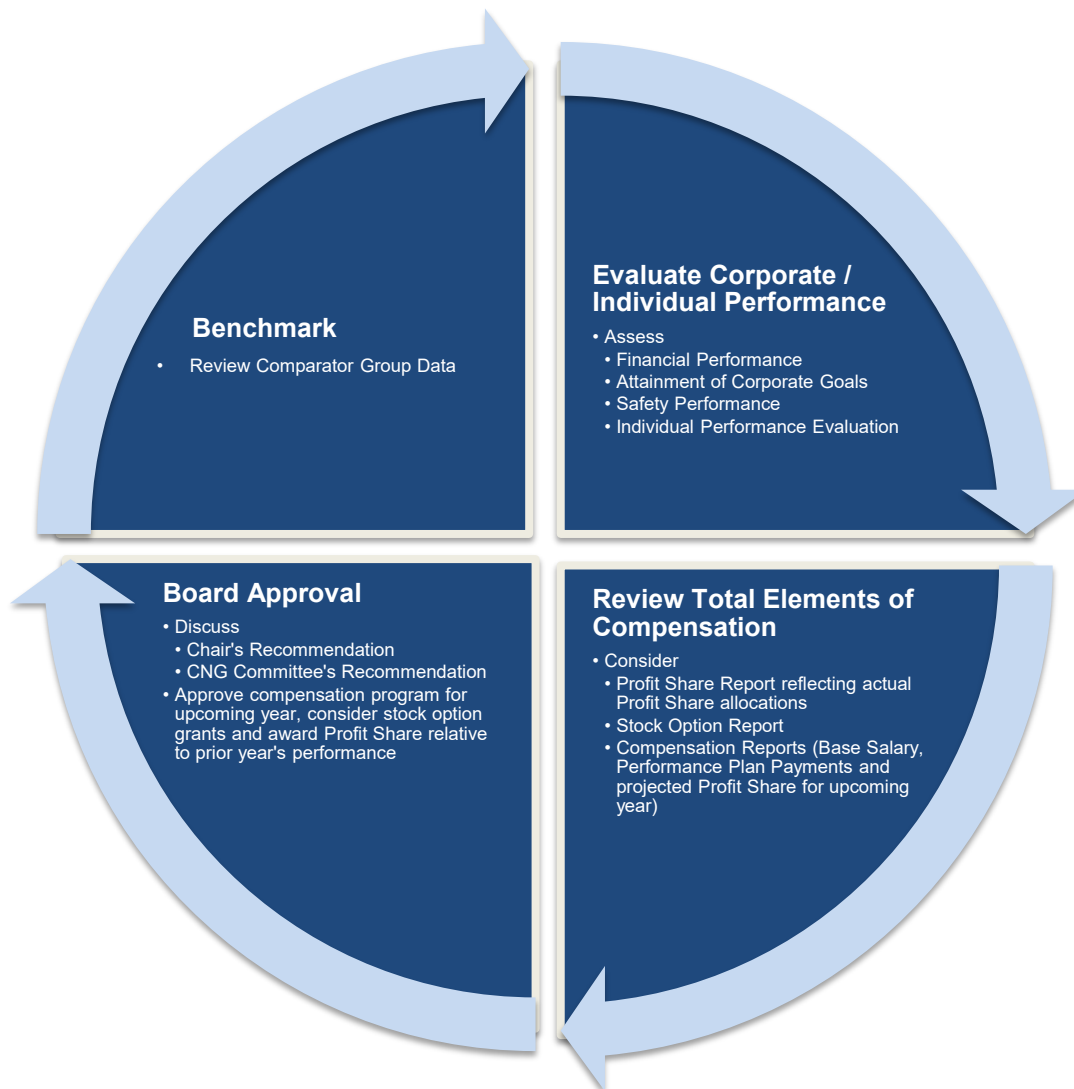
- structure of the companies;
- number of employees;
- annual revenues;
- market capitalization;
- overall financial performance measured by profitability; and
- return on capital deployed.

In reviewing these factors in 2022, the CNG Committee determined the Comparator Group compensation report was sufficient for comparative purposes given that the group was comprised of companies of similar scope and nature that generated a range of lower, similar and higher financial returns than Mullen Group. The CNG Committee and its Chair also have the authority to engage the services of an independent consulting firm to aid in reviewing executive compensation practices.

Our Compensation Program – Discussion and Analysis

Compensation Review and Approval Process

The CNG Committee recognizes its role in managing compensation risk and uses a formalized process to review our compensation program prior to making a recommendation to the Board. The compensation program for the executives and senior management is reviewed and ultimately approved by the Board through the process set forth below.



The CNG Committee believes that a compensation program comprised of salary, monthly and annual cash incentives and/or the periodic granting of equity-based compensation provides appropriate incentives for the executives and senior management to deliver superior business performance and long-term shareholder returns. This program provides a total compensation package that is competitive with our Comparator Group and is designed to complement Mullen Group's corporate goals of achieving long term superior performance in two specific areas: **PROFITABILITY** and **SAFETY**. As such, a significant component of the total compensation for executives and senior management is determined by the overall performance of Mullen Group. Working closely with the Chair, the CNG Committee oversees our compensation programs through the review and approval process to ensure that senior level compensation is aligned with our corporate goals.

Our Compensation Program – Discussion and Analysis

The program is based upon four primary objectives:

- attract and retain the best qualified people;
- provide annual incentives that reward the attainment of annual profit objectives by the Business Units;
- maximize the return on capital deployed in the organization without taking undue balance sheet risk or other risks; and
- strive for best-in-class safety performance using total claims to revenue, lost-time injuries and significant incidents as the primary benchmarks.

Both the CNG Committee and the Board remain satisfied that our compensation review and approval practices are appropriate and effective for the purposes of carrying out Mullen Group's compensation review. The CNG Committee will continue to monitor the individual components of our compensation program in relation to the dynamic and changing nature of the market to ensure our total compensation program for the executives and senior management remains in the best interest of the Corporation and our shareholders.

Compensation Program

Total Elements of Compensation

The overall compensation program for the executives and senior management is comprised of four primary components – base salaries and benefits, monthly performance payment, annual profit share and the periodic granting of stock options (long-term incentive).

Component	Base Salaries	Monthly Performance Plan	Annual Profit Share	Long-term Incentive
Form	Fixed	Variable	Variable	Variable
Performance Period	Annual	Monthly	Annual	1 – 10 years
Objectives	<ul style="list-style-type: none"> • Basic compensation • Competitive benefits package 	<ul style="list-style-type: none"> • Based on number of performance units held and monthly dividend set by Board • Promotes shareholder alignment • Retention incentive 	<ul style="list-style-type: none"> • Rewards strategic, financial, safety and operational performance over a one year period • Retention incentive 	<ul style="list-style-type: none"> • Aligns interests with shareholders • Links compensation to Mullen Group's long term success • Retention incentive

Our approach is designed to provide executives and senior management with an overall compensation package that rewards superior performance in profitability and safety. To achieve this goal a significant portion of total compensation is weighted to the profitability of Mullen Group, which is based on the annual profits generated by the Business Units within Mullen Group, and to the long term performance of Mullen Group as determined by share price appreciation through the issuance of options. The annual profit share component of our compensation program remains an integral part of Mullen Group's approach to compensating executives and senior management. The profit share plan is described on page 44 under the heading "Annual Profit Share". In July 2018, we introduced a monthly performance plan in recognition that the stock options issued to our employees held no value as the majority of our stock options issued to date had been issued at a higher share price than our current share price. Details relating to the monthly performance plan can be found on page 44 under the heading "Corporate Performance Plan".

Our Compensation Program – Discussion and Analysis

Base Salaries and Benefits

In general, we strive to set executives' and senior management's annual base salaries in the lower range of comparable roles within the Comparator Group with a higher weight allotted to performance based pay. This is primarily due to our objective of pay for performance. In setting base salaries the CNG Committee consults with the Board Chair and considers the specific role of the individual, exercising discretion in determining the overall compensation to ensure Mullen Group attracts and retains qualified individuals. In addition to base salary, all employees (excluding the Executive Team) are eligible for an annual performance based bonus as well as an employment bonus in the amount of \$2,500. Further, all employees are eligible for our health benefit program which is not hierarchical in nature.

Corporate Performance Plan

The corporate performance plan ("**Performance Plan**") is designed to attract and retain high-quality individuals at all levels of our organization, maintain an entrepreneurial spirit by linking incentives to performance results and align the interests of senior management and executives at Mullen Group and our Business Units with those of shareholders and our corporate goals and priorities. The payment under the Performance Plan is issued out on a monthly basis and is calculated based on the number of performance plan units held by an employee and multiplied by the monthly per share dividend set by the Board. Under our Stock Option Plan, Share Options were originally granted to an employee based upon a number of criteria including but not limited to profitability, safety performance and size of the Corporation and/or its Business Units. We have used a similar rationale in determining the number of performance plan units awarded to a given employee under the Performance Plan.

The payments under the Performance Plan are considered on a monthly basis and each month during the year ended December 31, 2022, such monthly payments were approved and paid to eligible participants thereunder. Payment entitlements approved under the Performance Plan are at the discretion of management and the Performance Plan may be terminated at any time.

Annual Profit Share

The profit share plan (the "**Profit Share Plan**"), is based upon a combination of operating profitability and return on invested capital in the organization. We define invested capital as the net book value of property, plant and equipment as determined by the balance sheet of each Business Unit. Generally speaking, profit share accrues to the extent that a Business Unit's return on invested capital exceeds the minimum threshold of fifteen percent (the "**ROIC Criteria**"). In 2022 five (5) Business Units (13.0 percent) fell under the ROIC Criteria.

There are occasions where "**invested capital**" is not the appropriate method for determining how the profit share for a Business Unit should be calculated. In those instances, profit share accrues based on a percentage of earnings before interest, taxes, depreciation and amortization ("**EBITDA**"), calculated in accordance with International Financial Reporting Standards ("**IFRS**") excluding the impact of IFRS 16 – Leases. Through this methodology, five percent of a Business Unit's EBITDA (the "**EBITDA Criteria**") is placed in the profit share pool. In 2022 thirty-four (34) Business Units (87.0 percent) fell under the EBITDA Criteria.

The accrued benefits resulting from the profit share pool, subject to any discretionary adjustments, are then allocated on an annual basis to:

- eligible employees at each Business Unit based upon the profitability of such entity;
- eligible employees at Mullen Group's Corporate Office based upon the collective performance of all Business Units; and
- Mullen Group's senior executive officers, being Murray Mullen ("**Mr. Mullen**"), Richard Maloney, Carson Urlacher and Joanna Scott (collectively, the "**Executive Team**") based upon the profit share generated under the ROIC or EBITDA Criteria. Specific information relating to the 2022 profit share allocations authorized for the Executive Team under the Profit Share Plan can be found in the Named Executive Summary Compensation Table on page 53 and under the Summary Discussion of Named Executive Officers 2022 Compensation on page 54.

Our Compensation Program – Discussion and Analysis

Discretionary Adjustments

At the CNG Committee's discretion, the aggregate amount of the profit share pool can be reduced based upon the overall performance of Mullen Group. In addition, a Business Unit's allocation may be reduced upon the recommendation of the CNG Committee if safety, operational or financial concerns are identified, thereby ensuring individuals do not take undue risks.

Allocation Approvals

Each year the CNG Committee:

- reviews the Profit Share Plan;
- reviews the annual profit share allocations to the senior management and executives;
- reviews the annual profit share allocations to the senior management at the Business Units; and
- recommends to the Board the amount to be set as the profit share pool for the purpose of calculating the Executive Team's profit share entitlement.

Compensation Risk

The CNG Committee and the Board have considered the implications of the risks associated with our compensation policies and practices and have determined that there are no significant areas of risk given the nature of the compensation provided. Reasons for this determination include, without limitation, the following:

- components of the compensation are awarded on a discretionary basis;
- the compensation package for Executive Team is reviewed and assessed annually by the CNG Committee and the Board; and
- the compensation program consists of fixed (base salary) and variable (monthly and annual cash bonuses, profit sharing and long-term Share Option grants) components, which are designed to balance the level of risk taking while also focusing on generating long-term and sustainable value for shareholders.

Share Options generally vest after three years from grant, which acts to further mitigate against the potential for inappropriate short term risk taking; and, other than the voluntary waiver of the receipt of an annual salary by Mr. Murray Mullen, there are no compensation policies and practices that are structured significantly different for any member of the Executive Team. The CNG Committee and the Board will continue to monitor compensation risk assessment practices on an ongoing basis to ensure that the Corporation's compensation program is appropriately structured.

Option-Based Awards – Long-term Incentives

We currently have one form of long-term incentive plan, being option based awards (the "**Share Options**") granted under our stock option plan (the "**Stock Option Plan**"). The Stock Option Plan was established to:

- provide an incentive for eligible personnel to achieve the long-term objectives of Mullen Group;
- give suitable recognition to the ability and efforts of those individuals who contribute materially to our success; and
- attract and retain individuals of experience and ability in our employ;

by providing them with the opportunity to acquire a proprietary interest in Mullen Group - thereby aligning the long-term interests of those individuals with our shareholders. The eligible personnel under the Stock Option Plan include our directors, officers, employees, consultants or an affiliate thereof, and persons providing services on an ongoing basis thereto.

Our Compensation Program – Discussion and Analysis

The Share Option component of our Compensation Program generally provides for eligible personnel to be granted up to a set number of Share Options based upon their role within Mullen Group, their performance, any changes in nature of their duties and responsibilities and prior Share Option grants. The granting of Share Options is approved by the Board, following recommendation from the Board Chair and the CNG Committee, with the pricing established by using the five day weighted average price of Mullen Group's Common Shares, as recorded by the TSX, for the five day period immediately preceding the date of grant. Unless otherwise determined by the Board, Share Options generally vest after a three year period and any unexercised Share Options expire at the end of ten years.

Share Options: Long-Term Incentive		
Features	Vesting	Expiry Term
Can be exercised for Common Shares or "in the money" cash amount	Set by the Board <i>(generally three years after date of grant)</i>	10 years from date of grant

Each Share Option is exercisable for one Common Share. Mullen Group has engaged Computershare to act as the administrator of the Stock Option Plan thereby facilitating the exercise of Share Options for our employees. This provides a mechanism through which the optionees can exercise their Share Options to acquire and hold Common Shares or to conduct a cashless exercise, which allows the optionee to receive in cash the difference between the exercise price of the Share Option and the market price of the Common Shares on the date of exercise, less withholdings required by law and other related expenses.

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Our Compensation Program – Discussion and Analysis

Details of the Stock Option Plan

The Stock Option Plan includes the following terms:

Plan Restrictions	
Number of Common Shares reserved for issuance under the Stock Option Plan	<ul style="list-style-type: none"> ➤ 8,000,000 in the aggregate, which was approximately 8.7% of the issued and outstanding Common Shares as of the date of this Information Circular. ➤ For insiders (excluding non-management directors) and when combined with all of Mullen Group's other security-based compensation arrangements, no more than 10% of the total Common Shares issued and outstanding.
Number of Common Shares that can be issued in a one-year period when combined with all of Mullen Group's other security based compensation arrangements	<ul style="list-style-type: none"> ➤ No more than 10% of the total Common Shares issued and outstanding may be issued to insiders collectively. ➤ No more than 5% of the total Common Shares issued and outstanding may be issued to any one insider.
Assignable	<ul style="list-style-type: none"> ➤ Not assignable.
Pricing of Share Options	
	<ul style="list-style-type: none"> ➤ Fixed by the Board, subject to pricing and other restrictions imposed by the relevant regulatory authorities and, accordingly not for less than market price. ➤ "market price" is the weighted average trading price of the Common Shares on the TSX for the five consecutive trading days immediately preceding the date of grant of a Share Option.
Termination	
Resignation, Retirement, Termination or Death	<ul style="list-style-type: none"> ➤ May exercise vested Share Options in accordance with the option agreement(s) between Mullen Group and the optionee.
Change of Control	<ul style="list-style-type: none"> ➤ The Board is permitted to amend the option agreement to permit the exercise of any or all of the remaining Share Options prior to the completion of any such transaction.

In addition to the foregoing, the Board is authorized to amend or terminate the Stock Option Plan at any time without the approval of the Shareholders in order to conform the Stock Option Plan to applicable law or regulation or the requirements of any relevant stock exchange or regulatory authority, whether or not that amendment or termination would affect any accrued rights, subject to the approval of that stock exchange or regulatory authority. The Board may amend or terminate the Stock Option Plan for any reason other than the reasons set forth above without the approval of the Shareholders.

Notwithstanding the foregoing, without the prior approval of the Shareholders, or such approval as may be required by any relevant stock exchange or regulatory authority, the Board may not:

- make any amendment to the Stock Option Plan to increase the number of shares reserved for issuance on exercise of outstanding Share Options at any time;
- reduce the exercise price of any outstanding Share Options held by insiders;
- extend the term of any outstanding Share Option beyond the option period for any Share Option held by insiders;
- make any amendment to the Stock Option Plan to increase the maximum limit on the number of securities that may be issued to insiders;

Our Compensation Program – Discussion and Analysis

- make any amendment to the Stock Option Plan to increase the maximum number of Common Shares issuable to members of the Board (excluding senior officers of Mullen Group and its subsidiaries); or
- make any amendment to the Stock Option Plan's amendment procedures.

In addition, no amendment to the Stock Option Plan may be made without the consent of an eligible participant to the plan, if it adversely alters or impairs any Share Option previously granted to such eligible participant under the Stock Option Plan. Any amendments to the Stock Option Plan are subject to acceptance and approval by any stock exchange on which the Mullen Group shares are listed. Any Share Options granted prior to that approval and acceptance shall be conditional on that approval and acceptance being given and no such Share Options may be exercised unless and until that approval and acceptance is given.

Equity Compensation Plan Information as at December 31, 2022

Plan Category		Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
		(a)	(b)	(c)
Equity compensation plans approved by securityholders	Stock Option Plan	3,755,000	16.47	3,012,500
Equity compensation plans not approved by securityholders		N/A	N/A	N/A
Total		3,755,000 ⁽¹⁾	16.47	3,012,500 ⁽²⁾

(1) Represents 4.1 percent of the issued and outstanding Common Shares of the Corporation.

(2) Represents 3.3 percent of the issued and outstanding Common Shares of the Corporation.

The range of exercise prices for options outstanding at December 31, 2022 was as follows:

Options Outstanding			Exercisable Options		
Range of Exercise Prices	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average exercise price
\$10.15 to \$14.27	1,210,000	8.58	\$ 11.08	Nil	\$ Nil
\$14.28 to \$16.72	1,395,000	5.35	16.50	1,250,000	16.72
\$16.73 to \$28.07	1,150,000	1.89	22.09	1,150,000	22.09
\$10.15 to \$28.07	3,755,000	5.33	\$ 16.47	2,400,000	\$ 19.29

The "burn rate" under the Stock Option Plan was 0.00 percent for 2020, 0.011 percent for 2021 and 0.004 percent for 2022. The "burn rate" was calculated by dividing:

- (i) The number of options granted in the applicable year; by
- (ii) The weighted average number of outstanding securities of the Corporation for the applicable year.

2022 EXECUTIVE COMPENSATION

Under our compensation program, compensation is based upon an individual's role, areas of responsibility and individual performance, while taking into consideration Mullen Group's overall operating profitability and safety performance.

This section of our Information Circular tells you how we compensate our Senior Executive Officer (SEO), Senior Accounting Officer and our three most highly compensated executives (our named executives):

- **Murray Mullen**, Chair, SEO and President
- **Richard Maloney**, Senior Operating Officer
- **Carson Urlacher**, Senior Accounting Officer
- **Joanna Scott**, Senior Corporate Officer
- **Lee Hellyer**, Vice President, Operations

The information included in this section and the section of our Information Circular entitled "Our Compensation Program" is intended to help you understand our executive compensation program so that you can cast your Say on Pay vote.

Where to find it

<p>50 2022 Executive Compensation – Overview & Named Executive Officers</p>	<p>51 Share Performance Graph</p>	<p>52 Compensation Program Allocation & Pay at Risk</p>
<p>53 Named Executive Summary Compensation Table</p>	<p>54 Summary Discussion of Named Executive Officers' 2022 Compensation</p>	<p>57 Compensation Philosophy for Non-Management Directors</p>
<p>58 Summary Compensation Table for Non-Management Directors</p>		

Named Executive Officers - 2022 Compensation

Overview

Under our compensation program, compensation is based upon an individual's role, areas of responsibility and individual performance, while taking into consideration Mullen Group's overall operating profitability and safety performance. Our financial and operating performance is closely monitored by and influenced through the direction of Mullen Group's Corporate Office and, in particular, the Executive Team.

2022 Named Executive Officers (collectively, the "Named Executives")

Name	Position	Service Date
Murray Mullen	Chair, Senior Executive Officer and President	May 1, 1975
Richard Maloney	Senior Operating Officer	April 11, 2000
Carson Urlacher	Senior Accounting Officer	June 9, 2006
Joanna Scott	Senior Corporate Officer	June 16, 2014
Lee Hellyer	Vice President, Operations	October 24, 2001

2022 Financial and Operating Performance – Key Highlights

Mullen Group's 2022 financial and operating performance was above our expectations generating approximately \$2.0 billion in revenue and operating income of approximately \$330.0 million, the increase in large part due to acquisitions completed in 2021, pricing increases and fuel surcharge revenue. Further, on May 2, 2022, the Board increased our annual dividend from \$0.60 per Common Share (\$0.05 per Common Share monthly) to \$0.72 per Common Share (\$0.06 per Common Share monthly). Our full operating results are provided in our 2022 Annual Financial Statements and 2022 MD&A, both of which are filed on the Corporation's issuer profile on SEDAR at www.sedar.com and our website at www.mullen-group.com.

7102 Employees at year end	\$2.0 Billion Revenue	\$330.0 Million Operating Income	\$158.6 Million Net Income
\$1.76 Earnings per share - adjusted	\$637.4 Million Historical cost of real property	\$1.4 Billion Dividends paid to shareholders to date	

We also endorse a disciplined approach to safety. We strive to have our safety results represent best-in-class performance. In 2022, we maintained our best-in-class safety performance with improved results year over year in gross claims to revenue and total recordable injuries. Our safety results continue to exceed industry averages on all measured fronts. In evaluating our safety performance, we measure three primary metrics, the results of which are presented below on a year over year basis.

	Target	2022	2021
Injury Lost Time Claim Frequency ⁽¹⁾	1.0 or less	1.30	1.00
Injury Total Recordable Injury Frequency ⁽²⁾	4.0 or less	2.93	3.03
Gross Claims to Revenue	1.0% or less	0.65%	0.73%

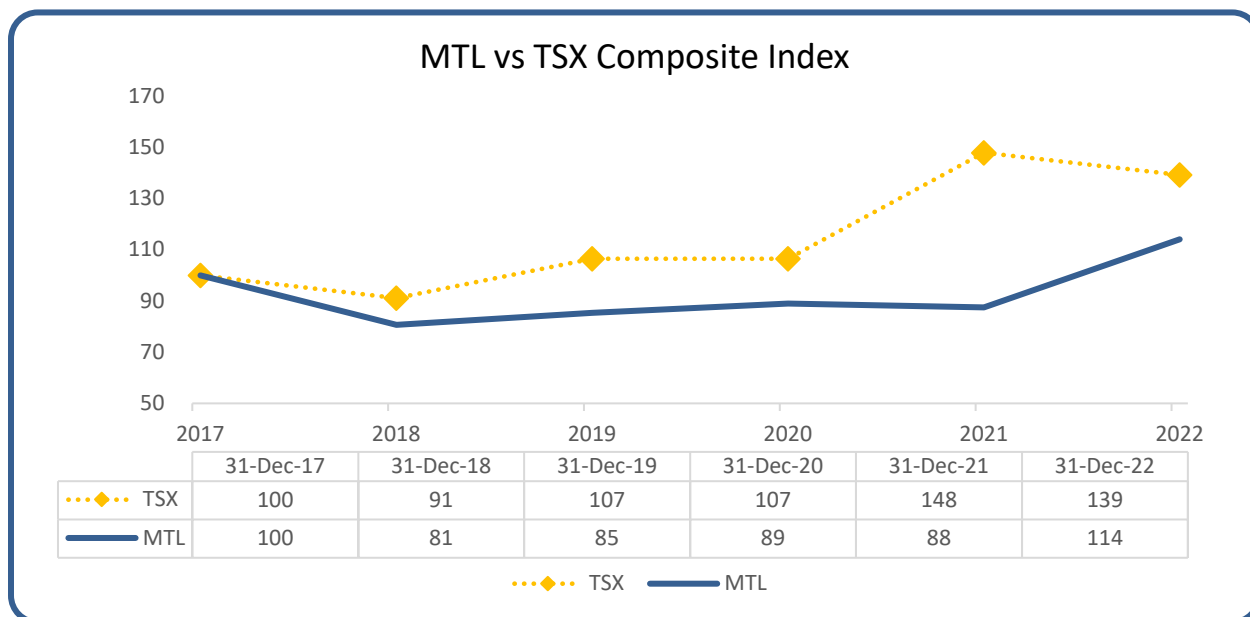
⁽¹⁾ Lost Time Claim means a work-related injury or illness acceptable by the WCB that renders a worker unable to work in any capacity on their regular scheduled workday.

⁽²⁾ Total Recordable Injury means the total number of all reportable injury claims.

Named Executive Officers - 2022 Compensation

Share Performance Graph

The following table and graph illustrate the cumulative return of our Common Shares at the end of each financial year, assuming an initial investment of \$100 on December 31, 2017, compared to the S&P/TSX Composite Total Return Index, assuming the reinvestment of all declared dividends and distributions where applicable.



We do not base our compensation strategy on the premise that there is an inherent connection between base salary levels and our share performance, rather salary determination is based upon market competitiveness, overall economic conditions and individual performance. There is also a level of correlation between the Share Option component of Mullen Group's compensation and share performance as the determination of the Share Options' value is based upon, among other things, share performance and volatility.

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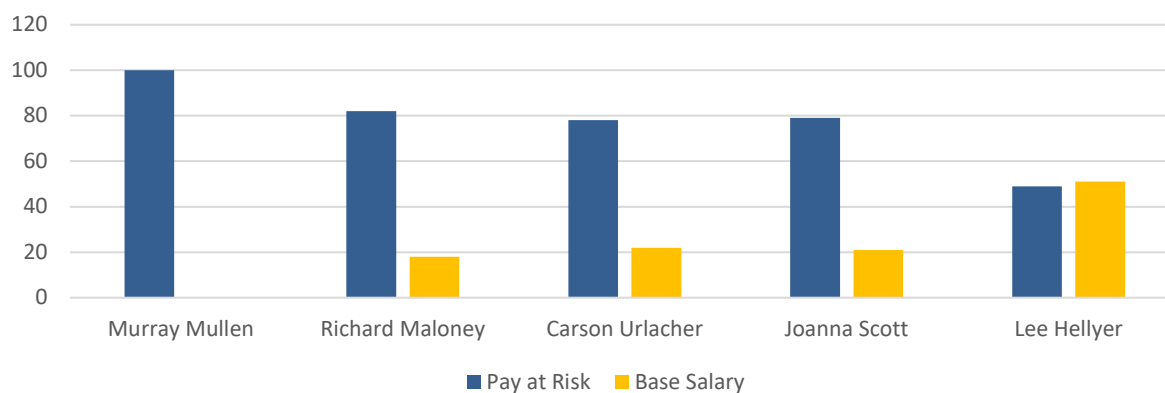
Named Executive Officers - 2022 Compensation

Compensation Program Allocation

In general, we provide the Named Executives with an overall compensation package that rewards superior performance. To achieve this goal a significant portion of the Named Executives total compensation is weighted to the profitability of Mullen Group, which is based on the annual profits generated by the Business Units as well as the long-term performance of Mullen Group as determined by share price appreciation. The Named Executives' pay mix for the 2022 year is outlined below, identifying the percentage of compensation that is dependent upon the profitability of Mullen Group. As reflected in each individual Named Executive profile, a substantial percentage of the Named Executives overall compensation is derived from performance based, or "at risk", elements.

Named Executive	2022 Performance Based Compensation			
	Base Salary/Benefits (%)	Profit Share Allocation (%)	Performance Plan (%)	Long-Term Incentive (Options) (%)
Murray Mullen	0%	100%	0%	0%
Richard Maloney	19%	57%	15%	9%
Joanna Scott	21%	66%	13%	0%
Carson Urlacher	22%	67%	11%	0%
Lee Hellyer	51%	33%	16%	0%

Pay at Risk



[Remainder of page intentionally left blank]

Named Executive Officers - 2022 Compensation

Named Executive Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation			All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)	Pension value (\$)		
Murray K. Mullen, Chair of the Board, Senior Executive Officer and President	2022	Nil ⁽¹⁾	N/A	Nil	970,000 ⁽²⁾	N/A	N/A	Nil	970,000
	2021	Nil ⁽¹⁾	N/A	Nil	625,000 ⁽²⁾	N/A	N/A	Nil	625,000
	2020	Nil ⁽¹⁾	N/A	Nil	650,000 ⁽²⁾	N/A	N/A	Nil	650,000
Richard J. Maloney, Senior Operating Officer	2022	157,500	N/A	80,250 ⁽⁵⁾	485,000 ⁽²⁾	N/A	N/A	132,000 ⁽³⁾	854,750
	2021	150,000	N/A	94,500 ⁽⁴⁾	312,500 ⁽²⁾	N/A	N/A	91,700 ⁽³⁾	648,700
	2020	122,596 ⁽⁶⁾	N/A	Nil	327,500 ⁽²⁾	N/A	N/A	62,700 ⁽³⁾	512,796
Carson P. Urlacher, Senior Accounting Officer	2022	157,500	N/A	Nil	485,000 ⁽²⁾	N/A	N/A	82,500 ⁽³⁾	725,000
	2021	150,000	N/A	94,500 ⁽⁴⁾	275,000 ⁽²⁾	N/A	N/A	55,250 ⁽³⁾	574,750
	2020	130,000 ⁽⁷⁾	N/A	Nil	225,000 ⁽²⁾	N/A	N/A	24,750 ⁽³⁾	379,750
Joanna K. Scott, Senior Corporate Officer	2022	157,500	N/A	Nil	485,000 ⁽²⁾	N/A	N/A	99,000 ⁽³⁾	741,500
	2021	150,000	N/A	Nil	275,000 ⁽²⁾	N/A	N/A	70,500 ⁽³⁾	495,500
	2020	139,615 ⁽⁶⁾	N/A	Nil	225,000 ⁽²⁾	N/A	N/A	49,500 ⁽³⁾	414,115
Lee Hellyer, Vice President, Operations	2022	157,500	N/A	Nil	102,500 ⁽²⁾	N/A	N/A	49,500 ⁽³⁾	309,500
	2021	150,000	N/A	Nil	77,500 ⁽²⁾	N/A	N/A	33,250 ⁽³⁾	260,750
	2020	150,000	N/A	Nil	52,500 ⁽²⁾	N/A	N/A	19,250 ⁽³⁾	221,750

Notes:

- ⁽¹⁾ At Mr. Mullen's request his base salary has been adjusted to a nominal amount, with his compensation being derived solely from the profit share component of Mullen Group's Compensation Plan. Mr. Mullen receives no compensation for his role as director of Mullen Group.
- ⁽²⁾ In each case, the amount is comprised solely of the allocation paid to the Named Executive Officer pursuant to the Profit Share Plan except Mr. Hellyer which is comprised of an employment bonus of \$2,500 and an allocation under the Profit Share Plan of \$100,000.
- ⁽³⁾ Performance Plan Payment. The performance plan payment was suspended in April, May and June of 2020 in response to the COVID-19 pandemic. It was reinstated in July 2020 at a reduced rate and has increased accordingly in alignment with the Corporation's dividend.
- ⁽⁴⁾ In February 2021, the directors granted option-based awards to these individuals at a strike price equal to the five-day weighted average of the Common Shares for the five trading days immediately preceding the date of grant. The dollar value set forth represents the accounting fair value calculated by Mullen Group as at the date of grant in accordance with the Black Scholes Merton methodology set forth in the Handbook. Assumptions used in this calculation using the Black Scholes Merton method are expected share price volatility, expected life, expected risk-free interest rate, expected dividend yield and expected forfeiture rate.
- ⁽⁵⁾ In May 2022, the directors granted option-based awards to these individuals at a strike price equal to the five-day weighted average of the Common Shares for the five trading days immediately preceding the date of grant. The dollar value set forth represents the accounting fair value calculated by Mullen Group as at the date of grant in accordance with the Black Scholes Merton methodology set forth in the Handbook. Assumptions used in this calculation using the Black Scholes Merton method are expected share price volatility, expected life, expected risk-free interest rate, expected dividend yield and expected forfeiture rate.
- ⁽⁶⁾ Mr. Maloney took a 25% voluntary reduction to his salary from April to December 31, 2020 in response to the COVID-19 pandemic.
- ⁽⁷⁾ Mr. Urlacher was eligible for a raise to his base salary in 2020 but deferred it to 2021 in response to the COVID-19 pandemic.
- ⁽⁸⁾ Ms. Scott took a 10% voluntary reduction to her salary from April to December 31, 2020 in response to the COVID-19 pandemic.

Named Executive Officers - 2022 Compensation

Summary Discussion of Named Executive Officers 2022 Compensation

During 2022 the CNG Committee reviewed the compensation reports, considered the attainment of corporate goals and reviewed the Corporation's financial and safety results. The CNG Committee also benchmarked Mullen Group's 2022 compensation program with the Comparator Group compensation report, determining such was an appropriate comparative tool for reviewing the Named Executives' compensation since the Comparator Group encompassed entities having a range of lower, similar and higher financial returns than that of Mullen Group along with other similarities.

In reviewing compensation for the Named Executives, the CNG Committee reviewed the referenced reports in consultation with the Chair, Mr. Mullen. Following review of the data and giving consideration to evolving roles, responsibilities and job requirements of these Named Executives, as well as Mullen Group's overall compensation philosophy, the four primary components of the 2022 compensation program (as described beginning on page 43) were determined as follows:

Base Salaries

- In accordance with Mr. Mullen's request, his base salary was set at a nominal amount. As a leader in our company, and as a key architect of our overall business strategy and growth since going public in 1993, Mr. Mullen initially made this request in mid-2009 in response to the economic downturn and cost cutting measures implemented by Mullen Group at that time. Since that time Mr. Mullen has continued to request that his compensation be derived solely from the Profit Share Plan component of our compensation program which request was made again in 2022.

Performance Plan

- Monthly performance bonus implemented in July 2018 as a retention initiative and to recognize that employee Share Options hold no value in today's market.
- Although not a form of equity compensation, the performance bonus is calculated by multiplying the number of performance plan units held by an employee by the amount of the Corporation's per Common Share dividend. Performance plan units are awarded based on an employee's roles and responsibilities; performance within role; size and profitability of the Corporation; and the Corporation's overall safety results.

Profit Share

- Approximately \$19.45 million was generated by the Business Units under the Profit Share Plan in 2022.
- Following a review of the operating and safety performance for 2022, the CNG Committee approved an aggregate \$19.45 million for allocation under the profit share pool ("**Approved Pool**").
- In accordance with each individual's terms of employment and the factors outlined on pages 40-42, the following members of the Executive Team are entitled to receive either a discretionary amount or a set percentage of the amount allocated to the aggregate profit share pool as follows:
 - Mr. Mullen is entitled to five percent (5.0%) of the Approved Pool; and
 - Messrs. Maloney and Urlacher and Ms. Scott each are entitled two and a half percent (2.5%) of the Approved Pool.
 - Mr. Hellyer is entitled to a discretionary profit share amount consistent with his role and responsibilities within Mullen Group.

Named Executive Officers - 2022 Compensation

Long Term Incentives - Executive Team

Share options were granted in 2022 to Richard Maloney to replace existing options that were expiring.

Named Executives' Outstanding Share-Based Awards and Option-Based Awards

The following sets forth all option-based awards outstanding as of the year ended December 31, 2022 for each Named Executive.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out of distributed (\$)
Murray K. Mullen, Chair of the Board, Senior Executive Officer and President	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Richard J. Maloney, Senior Operating Officer	25,000 50,000 50,000 50,000 25,000	22.86 20.77 16.72 10.15 12.32	January 24, 2023 May 3, 2025 November 5, 2027 February 22, 2031 May 15, 2032	Nil ⁽¹⁾ Nil ⁽¹⁾ Nil ⁽¹⁾ NV ⁽²⁾ NV ⁽²⁾	N/A	N/A	N/A
Joanna K. Scott, Senior Corporate Officer	75,000 25,000 50,000	27.86 20.77 16.72	August 5, 2024 May 3, 2025 November 5, 2027	Nil ⁽¹⁾ Nil ⁽¹⁾ Nil ⁽¹⁾	N/A	N/A	N/A
Carson Urlacher, Senior Accounting Officer	25,000 50,000 50,000	20.77 16.72 10.15	May 3, 2025 November 5, 2027 February 22, 2031	Nil ⁽¹⁾ Nil ⁽¹⁾ NV ⁽²⁾	N/A	N/A	N/A
Lee Hellyer Vice President, Operations	15,000 25,000 35,000	20.77 16.72 10.15	May 3, 2025 November 5, 2027 February 22, 2031	Nil ⁽¹⁾ Nil ⁽¹⁾ NV ⁽²⁾	N/A	N/A	N/A

(1) Calculated based on the difference between the market price of the Common Shares (\$14.55) at the close of business on December 31, 2022, and the exercise price of the Share Options.

(2) NV means not vested.

Incentive Plan Awards

Under NI 51-102 we are required to disclose information relating to long-term incentives provided to Named Executives in the form of share-based awards and option-based awards. Mullen Group does not have share-based awards as such is defined within NI 51-102. Rather, as previously discussed, we provide long-term incentives to our Named Executives through the issuance of Share Options under the Stock Option Plan. The terms of all of the plan-based awards can be found in the section entitled "Our Compensation Program – Discussion and Analysis" commencing on page 39. Information on the option-based awards issued to the Named Executives follows.

Named Executive Officers - 2022 Compensation

Named Executives' Incentive Plan Awards – Value Vested or Earned During the Year

The only equity-based incentive plan award provided to the Named Executives are Share Options. The following table sets forth the value of each Named Executive's option-based awards that vested during the year ended December 31, 2022, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2022.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Murray K. Mullen, Chair of the Board, Senior Executive Officer and President	N/A	N/A	\$970,000 ⁽¹⁾
Richard J. Maloney, Senior Operating Officer	\$Nil ⁽²⁾	N/A	\$617,000 ⁽³⁾
Carson P. Urlacher, Senior Accounting Officer	\$Nil ⁽²⁾	N/A	\$567,500 ⁽³⁾
Joanna K. Scott, Senior Corporate Officer	\$Nil ⁽²⁾	N/A	\$584,000 ⁽³⁾
Lee Hellyer Vice President, Operations	\$Nil ⁽²⁾	N/A	\$152,000 ⁽⁴⁾

Notes:

⁽¹⁾ Profit Share award.

⁽²⁾ No options vested in the 2022 year.

⁽³⁾ Profit Share award and Performance Plan payment received.

⁽⁴⁾ Profit Share, Performance Plan and Employment Bonus received.

Option Repricing

Mullen Group did not reprice any Share Options during the 2022 fiscal year.

Hedging Policy

Mullen Group has a Trading in Securities Policy that, among other things, prohibits the Named Executives from engaging in any form of hedging activity in relation to our securities.

Named Executives' Pension Plan Benefits

Mullen Group does not have a defined benefit or actuarial plan.

Deferred Compensation Plans

Mullen Group does not have any deferred compensation plans relating to its Named Executives.

Other Benefits

Mullen Group established an ESPP to encourage our employees' ownership in our company. All eligible employees, including the Named Executives, may participate in such plan. Under the plan, employees may contribute up to ten percent of their salary through regular payroll deductions to acquire Common Shares of Mullen Group. Mullen Group pays the brokers fees and other expenses related to the acquisition of the Common Shares. The employees are responsible for any costs associated with the sale of shares.

Named Executive Officers - 2022 Compensation

Employment Agreements and Named Executives' Termination and/or Change of Control Benefits

Mullen Group does not have any formal employment contracts with our Named Executives. Similar to the employment processes established for all our employees, each Named Executive's personnel file contains a memorandum outlining the basic terms of his or her employment with Mullen Group. We do not have any agreement or arrangement with a Named Executive relating to the payment of compensation in the event of resignation, retirement or termination of employment, a change of control of Mullen Group or its Business Units or a change in a Named Executive's responsibilities following a change of control.

Mullen Group does not:

- **Have agreements or arrangements in place for change of control payments**
- **Pay out incentive programs when unwarranted by performance**
- **Provide excessive perquisites**

Loans to Directors and Named Executives

None of our directors, Named Executives or former directors or officers, nor any of their associates or affiliates, is now or has been indebted to Mullen Group or any of its subsidiaries since the commencement of the last completed fiscal year, nor is, or at any time since the beginning of the most recently completed financial year of Mullen Group has any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Mullen Group or any of its subsidiaries.

Directors and Officers Liability Insurance

We have liability insurance for our directors and officers to protect them against liabilities they may incur in their capacity as directors and officers. We maintain annual primary coverage of \$15.0 million, with excess coverage of \$15.0 million. We paid premiums for the current coverage year of approximately \$237,000. The insurance carries a deductible of \$100,000 (except for securities claims, which carries a \$250,000 deductible). This coverage is reviewed annually.

Compensation Philosophy for Non-Management Directors

The CNG Committee oversees the remuneration program for our directors, the primary objectives of which are intended to:

- attract and retain high-quality, experienced individuals with a diverse background of experience and interests;
- compensate our directors at a level reflecting the oversight risks and responsibilities they assume while serving on our Board; and
- offer a total remuneration package that is comparable to our Comparator Group (refer to page 41).

Our non-management directors are remunerated for services rendered in their capacity as directors by way of a combination of retainer fees and meeting attendance fees (the "**Directors' Remuneration**"). We believe this ensures the primary remuneration objectives are met, while ensuring our directors are unbiased when making decisions and carrying out their oversight duties while serving on our Board. Mr. Mullen being an employee of Mullen Group, does not receive Directors' Remuneration for his respective role as a director.

Named Executive Officers - 2022 Compensation

The Directors' Remuneration is reviewed annually by the CNG Committee and recommendations are made to the Board following a review of market data from the Comparator Group.

Director Remuneration	2022	2021	2020
Annual Board Retainer⁽¹⁾	\$ 50,000	\$ 50,000	\$ 50,000
Director Meeting Fees:			
In person	\$ 1,200	\$ 1,200	\$ 1,200
By telephone	\$ 900	\$ 900	\$ 900
Annual Audit Committee Retainer:			
Chair	\$ 15,000	\$ 15,000	\$ 15,000
Member	\$ 3,000	\$ 3,000	\$ 3,000
Annual CNG Committee Retainer:			
Chair	\$ 10,000	\$ 10,000	\$ 10,000
Member	\$ 3,000	\$ 3,000	\$ 3,000
Committee Meeting Fees:			
Chair	\$ 1,200	\$ 1,200	\$ 1,200
Member	\$ 1,000	\$ 1,000	\$ 1,000

(1) The Annual Board Retainer fee is paid semi-annually (i.e., January and May).

Directors are entitled to be reimbursed for all reasonable out-of-pocket expenses incurred incidental to attending a Board or committee meeting or attending our company conferences. In addition, any director who travels longer than three hours to attend a directors' meeting is entitled to reimbursement of expenses.

Summary Compensation Table

The following table sets forth the Directors' Remuneration for the year ended December 31, 2022 as compared to the same period in 2021.

Name	Year	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Christine McGinley ⁽³⁾⁽⁴⁾	2022	65,100	N/A	N/A	N/A	N/A	Nil	65,100
	2021	62,300	N/A	N/A	N/A	N/A	Nil	62,300
David Mullen	2022	55,100	N/A	N/A	N/A	N/A	Nil	55,100
	2021	56,600	N/A	N/A	N/A	N/A	Nil	56,600
Philip Scherman ⁽²⁾⁽³⁾	2022	80,000	N/A	N/A	N/A	N/A	Nil	80,000
	2021	74,300	N/A	N/A	N/A	N/A	Nil	74,300
Sonia Tibbatts ⁽¹⁾⁽⁴⁾	2022	75,000	N/A	N/A	N/A	N/A	Nil	75,000
	2021	69,600	N/A	N/A	N/A	N/A	Nil	69,600
Stephen Lockwood ⁽³⁾⁽⁴⁾	2022	65,000	N/A	N/A	N/A	N/A	Nil	65,000
	2021	62,300	N/A	N/A	N/A	N/A	Nil	62,300
Jamil Murji ⁽³⁾⁽⁴⁾	2022	67,400	N/A	N/A	N/A	N/A	Nil	67,400
	2021	27,242	N/A	N/A	N/A	N/A	Nil	27,242
Benoit Durand ⁽³⁾⁽⁴⁾	2022	35,300	N/A	N/A	N/A	N/A	Nil	35,300
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Richard Whitley ⁽³⁾⁽⁴⁾	2022	35,300	N/A	N/A	N/A	N/A	Nil	35,300
	2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

(1) CNG Committee Chair and Lead Director.

(2) Audit Committee Chair.

(3) CNG Committee Member.

(4) Audit Committee Member.

Named Executive Officers - 2022 Compensation

Outstanding Option-Based Awards, Share-Based Awards and Incentive Plan Awards: Value Vested or Earned During the Year

Mullen Group does not have share-based awards as such is defined within NI 51-102. Rather, as previously discussed, we have a Stock Option Plan that provides long-term incentives to executives and senior management through the issuance of Share Options. Prior to 2008, non-management directors were entitled to receive Share Options as part of their remuneration. In 2008, the Board determined that option grants would no longer form part of the non-management Directors' Remuneration. As such, the non-management directors do not participate in our Stock Option Plan. We will continue to monitor the remuneration practices of the Comparator Group and in general for evolving practices in this regard.

Non-Management Directors do not receive any form of Share Option or Share Based Benefit from Mullen Group.

Share Ownership

Mullen Group's Directors' Remuneration package does not include an equity based component, such as stock option grants or other forms of deferred share units, which are often provided to directors to assist in the acquisition of shares in relation to mandatory share ownership requirements. As such, we have chosen not to impose a mandatory share ownership threshold on our directors. However, the majority of our non-management directors have individually chosen to acquire Common Shares of Mullen Group such that most directors have invested at least three times their annual Board Retainer (i.e., not less than \$150,000) in Mullen Group Common Shares.

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Introduction

The fundamental and primary responsibility of the Board of Directors is to appoint a competent senior executive management team and to oversee the business and affairs of Mullen Group, with a view to maximizing shareholder value and ensuring corporate conduct in an ethical and legal manner via an appropriate system of corporate governance and internal controls to ensure the long term success of Mullen Group.

The Board of directors has the authority, fiduciary duty and obligation to protect and enhance the assets of Mullen Group. Although directors are elected by the shareholders to bring special expertise or a point of view to Board deliberations, under corporate law the best interests of Mullen Group must be paramount at all times.

The Board operates by delegating certain of its authorities (including spending authorizations to management) and by reserving certain powers to itself. Subject to Mullen Group's By-Laws, the Board retains the responsibility for managing its own affairs, including planning its composition, selecting its Chair, nominating candidates for election to the Board, appointing committees and determining director compensation. Its principal duties fall into the following six categories.

1. SELECTION OF SENIOR EXECUTIVE OFFICERS

The Board has the responsibility:

- a. To appoint Senior Executive Officers, monitor and evaluate their performance, and approve their compensation taking into consideration the advice of the Chair and the CNG Committee.
- b. To provide advice and counsel to the Senior Executive Officers in the execution of their duties.
- c. To approve the appointment of all corporate officers, taking into consideration the advice of the Chair and the recommendation of the CNG Committee.
- d. To ensure plans have been made for management succession and development on a yearly basis and to monitor the training of potential successors.

2. PLANS AND STRATEGIES

The Board has the responsibility:

- a. To review and approve Mullen Group's objectives and goals, and the strategy by which management proposes to reach those goals, taking into account, among other things, the opportunities and risks in Mullen Group's business.
- b. To review and approve the annual operating and capital budgets.

3. MONITORING AND ACTING

The Board has the responsibility:

- a. To monitor Mullen Group's progress against its strategic plan, operating and capital budgets, and to revise and alter Mullen Group's direction through management in light of changing circumstances.
- b. To approve any payment of distributions, dividends and new financings.

Schedule A - Board of Directors Mandate

- c. To monitor the principal risks of Mullen Group's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks.
- d. With the input of the Audit Committee, to ensure that management has established and maintains disclosure controls and procedures for and internal controls over financial reporting, to effect proper financial reporting and to approve the quality and sufficiency of information provided to the directors.
- e. To appoint an Audit and CNG committee each comprised entirely of independent directors.
- f. To appoint any other Board committees that the Board deems necessary and delegate the appropriate responsibilities and requisite powers of the Board to the committee(s) to allow for the consideration of applicable matters on a more in-depth basis.

4. POLICIES AND PROCEDURES

The Board has the responsibility:

- a. To approve and monitor compliance with Corporate policies and procedures by which Mullen Group is operated.
- b. The Board must review and, where appropriate, grant any departures from Mullen Group's Behaviour Guide that are for the benefit of a Mullen Group director or executive.
- c. To ensure systems are in place which are designed to ensure Mullen Group operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.
- d. To oversee and participate in the Board evaluation process and consider the results of such evaluation.

5. REPORTING TO SHAREHOLDERS

The Board has the responsibility to direct management:

- a. To ensure Mullen Group is in compliance with all continuous disclosure and public reporting requirements, which includes the approval of the Annual Information Form, Information Circular and Form of Proxy.
- b. To ensure Mullen Group has an effective reporting and communications protocol for all shareholders and stakeholders, and to apprise the Board of any major concerns expressed by either of these parties.
- c. To ensure the financial performance of Mullen Group is adequately reported to shareholders, other security holders and regulators on a timely and regular basis, including the approval of quarterly and annual financial statements and MD&A.
- d. To ensure the financial results are reported fairly and in accordance with generally accepted accounting principles.
- e. To ensure the timely reporting of any developments that have a significant and material impact on the value of Mullen Group.
- f. To report annually to shareholders on its stewardship for the preceding year. Typically, this is accomplished through the Annual Financial Review and/or Chair's Message.

6. **LEGAL REQUIREMENTS**

The Board is responsible for taking all reasonable steps to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained. Canadian law identifies the following as legal requirements for the Board:

- a. To manage the business and affairs of Mullen Group.
- b. To act honestly and in good faith with a view to the best interests of Mullen Group.
- c. To exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- d. To act in accordance with its obligations contained in the *Business Corporations Act* (Alberta), the Securities Act of each province and territory of Canada, other relevant legislation and regulations and Mullen Group's By-Laws.
- e. In particular, it should be noted that the following matters must be given consideration by the Board as a whole and may not be delegated to a Committee:
 - i. Any submission to the shareholders of a question or matter requiring the approval of the shareholders.
 - ii. The filling of a vacancy among the directors or in the office of the external auditor.
 - iii. The manner and the term for the issuance of securities.
 - iv. The declaration of dividends.
 - v. The purchase, redemption or any other form of acquisition of shares issued by Mullen Group.
 - vi. The approval of Information Circulars.
 - vii. The approval of any take-over bid circular or directors' circular.
 - viii. The approval of the financial statements of Mullen Group.
 - ix. The adoption, amendment or repeal of Mullen Group's By-Laws.

CORPORATE INFORMATION

DIRECTORS | OFFICERS

Murray K. Mullen

Chair of the Board, Senior Executive Officer,
President and Director

Sonia Tibbatts, MBA

Lead Director

Benoit Durand, CFA, ICD.D

Director

Stephen H. Lockwood, LLB

Director

Christine E. McGinley, CPA, CA, ICD.D

Director

David E. Mullen

Director

Jamil Murji, CFA

Director

Philip J. Scherman, FCPA, FCA, ICD.D

Director

Richard Whitley, FCPA, FCA

Director

Richard J. Maloney

Senior Operating Officer

Joanna K. Scott

Senior Corporate Officer

Carson Urlacher, CPA, CA

Senior Accounting Officer

CORPORATE OFFICE

Mullen Group Ltd.

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Facsimile: 403-995-5296

Internet: www.mullen-group.com

Email: IR@mullen-group.com

BANKER

The Royal Bank of Canada

Calgary, Alberta

AUDITORS

PricewaterhouseCoopers LLP

Calgary, Alberta

STOCK EXCHANGE

Toronto Stock Exchange

Trading Symbol: MTL

TRANSFER AGENT AND REGISTRAR

Computershare Trust Company of Canada

Toronto, Ontario

Telephone: 1-800-564-6253

Internet: www.investorcentre.com

Shareholder Inquiries:

www.investorcentre.com/service

ONLINE INFORMATION

*To receive news releases by email,
or to review this report online,
please visit Mullen Group's website at
www.mullen-group.com.*

WE THINK
about tomorrow