

CARGOJET INCOME FUND
INFORMATION CIRCULAR

Solicitation of Proxies

This information circular is furnished in connection with the solicitation of proxies by the trustees (the "Trustees") of Cargojet Income Fund (the "Fund") for use at the annual and special meeting (the "Meeting") of holders of units (the "Unitholders") of the Fund to be held at the time and place and for the purposes set forth in the accompanying notice of meeting. References in this information circular to the Meeting include any adjournments thereof.

It is expected that the solicitation of proxies will be primarily by mail, however proxies may also be solicited personally by agents of the Fund. Proxies may also be solicited personally or by telephone by Trustees of the Fund or by directors, officers or regular employees of the Fund and its subsidiaries without special compensation. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Fund.

The Trustees of the Fund have by resolution fixed the close of business on March 27, 2006 as the record date, being the date for the determination of the registered holders of securities entitled to receive notice of and vote at the Meeting. Duly completed and executed proxies must be received by the Fund's transfer agent at the address indicated on the enclosed envelope no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment of the Meeting.

Unless otherwise stated, the information contained in this management information circular is as of March 28, 2006.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are Trustees of the Fund. **A Unitholder desiring to appoint some other person, who need not be a Unitholder, to represent the Unitholder at the Meeting may do so by striking out the names of the persons designated therein and by inserting in the blank space provided for that purpose the name of the desired person, or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the registered office of the Fund's transfer agent indicated on the enclosed envelope not later than the close of business on the second business day preceding the day of the Meeting (excluding Saturdays, Sundays and holidays).**

A Unitholder delivering the enclosed proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Unitholder giving the proxy wishes to confer a discretionary authority with respect to any item of business then the space opposite the item is to be left blank. The units represented by the proxy submitted by a Unitholder will be voted in accordance with the directions, if any, given in the proxy.

A proxy given pursuant to this solicitation may be revoked by instrument in writing, including another proxy bearing a later date, executed by the Unitholder or by his or her attorney authorized in writing, and deposited at the registered office of the Fund's transfer agent at any time up to and including the last business day preceding the day of the Meeting or with the Chairman of the Meeting on the day of the Meeting or in any other manner permitted by law.

Exercise of Discretion by Proxies

The persons named in the enclosed form of proxy will vote the units in respect of which they are appointed in accordance with the direction of the Unitholders appointing them. **In the absence of such direction, such units will be voted in favour of the election of the Trustees and Directors and the appointment of auditors referred to below and the passing of all of the resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting and with respect to other matters which may properly come before the Meeting.** At the time of printing of this information circular, neither the Trustees of the Fund nor the directors or officers of Cargojet GP Inc. (the "GP") are aware of any such amendments, variations or other matters to come before the

Meeting. However, if any other matters which are not now known to the Trustees of the Fund or the directors or officers of the GP should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Interest of Certain Persons or Companies in Matters to be Acted Upon

To the knowledge of the Trustees of the Fund, the trustees of Cargojet Operating Trust (the "Operating Trust") and the directors and officers of the GP, except as set out herein and except insofar as they may be Unitholders of the Fund, no Trustee of the Fund, trustee of the Operating Trust, director or officer of the GP, or any proposed nominee for election as a Trustee of the Fund, trustee of the Operating Trust or director of the GP, or any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting.

Voting Securities and Principal Holders of Voting Securities

The beneficial interests in the Fund are divided into two classes, designated as "units" and "special voting units". Each unit represents an equal undivided beneficial interest in any distribution from the Fund and in any assets of the Fund remaining in the event of termination or winding up of the Fund. The special voting units were issued to the holders of class B limited partnership units ("Exchangeable LP Units") of Cargojet Holdings Limited Partnership (the "Partnership") at a rate of one special voting unit for each unit of the Fund into which the Exchangeable LP Units are exchangeable. Each unit and special voting unit entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. units and special voting units are collectively referred to herein as the "Units".

As at March 28, 2006, the following voting securities in the capital of the Fund were issued and outstanding:

Units	6,698,863
Special Voting Units	2,232,955

The Trustees have fixed the record date of March 27, 2006 for the purpose of determining Unitholders entitled to receive notice of and vote at the Meeting. Only persons registered as Unitholders on the books of the Fund as of the close of business on the record date are entitled to receive notice of and vote at the Meeting. The failure of any Unitholder to receive notice of the Meeting does not deprive the Unitholder of the right to vote at the Meeting.

To the knowledge of the Trustees, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Fund carrying more than 10% of the voting rights attached to any class of voting securities of the Fund other than:

<u>Name</u>	<u>Owned on a Fully Diluted Basis</u> <u>#/%⁽¹⁾</u>
The Virmani Family Trust ⁽²⁾	1,808,693/20.25%
Fidelity Management & Research Company, Fidelity Management & Trust Company and certain other relevant affiliates and associates	1,100,000/16.42%
Montrusco Bolton Investments Inc.	770,000/11.5%

Note:

⁽¹⁾ The information as to Units beneficially owned or over which control or direction is exercised, not being within the knowledge of the Fund, has been furnished by the Unitholders listed above.

⁽²⁾ Ajay Virmani is a trustee of the Virmani Family Trust and is the President and Chief Executive Officer of the GP.

Executive Compensation

Summary Compensation Table

Under applicable securities legislation, the Fund is required to disclose certain financial and other information relating to the compensation of its Chief Executive Officer, Chief Financial Officer, and the Fund's three most highly compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer) whose total salary and bonus exceeds \$150,000. The Fund, however, does not carry on an active business. Rather, the GP conducts the operations of the Fund. As described in more detail below, the executive officers of the GP are compensated for acting in such capacities.

The following table provides information for the financial period ended December 31, 2005 regarding compensation paid to or earned by the Chief Executive Officer, the Chief Financial Officer and the three most highly compensated executive officers of the GP other than the Chief Executive Officer and Chief Financial Officer whose total salary and bonus exceeds \$150,000 as at December 31, 2005 (the "Named Executive Officers").

Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All Other Compensation (\$)
		Salary ⁽¹⁾ (\$)	Bonus (\$)	Other Annual Compensation ⁽¹⁾ (\$)	Awards		Payouts	
					Securities Under Option/SARs Granted (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Pay-outs (\$)	
Ajay Virmani President and Chief Executive Officer	2005	325,000	nil	83,904	nil	nil	nil	nil
Dan Mills Chief Financial Officer	2005	250,000	nil	76,800	nil	nil	nil	nil
Jamie Porteous Executive Vice-President, Sales and Service	2005	250,000	nil	75,410	nil	nil	nil	nil
Alan Pidgeon Senior Vice President Airways	2005	154,500	nil	22,073	nil	nil	nil	nil
Richard Wells ⁽²⁾ Vice-President, Flight Operations	2005	133,900	nil	19,073	nil	nil	nil	nil

Note:

- (1) The amounts set out in the table above have been annualized to reflect the compensation of the Named Executive Officers that would have been paid to such Named Executive Officers for the period of January 1, 2005 to December 31, 2005 had the Fund been a reporting issuer for the entire year. The amounts set out above are derived from the compensation paid to or earned by each Named Executive Officer from June 9, 2005 to December 31, 2005. See also "Employment Agreements" below.
- (2) Mr. Wells' employment with the Fund ended on January 5, 2006.

Long Term Incentive Plan

The officers and key employees of the GP and other subsidiaries of the Fund are eligible to participate in the Partnership's Long Term Incentive Plan (the "LTIP"). The purpose of the LTIP is to provide eligible

participants with compensation opportunities that will enhance the Partnership's ability to attract, retain and motivate key personnel and reward officers and key employees for significant performance that results in the Partnership exceeding its per unit distributable cash targets. Pursuant to the LTIP, the Partnership will set aside a pool of funds based upon the amount, if any, by which the Fund's distributable cash per unit (as measured on a fully diluted basis, assuming the exchange of all of the Exchangeable LP Units), exceed certain defined distributable cash targets. The Partnership or a Trustee will purchase Units in the market with this pool of funds and will hold the Units until such time as ownership vests to each participant.

The Compensation and Nominating Committee of the board of directors of the GP is responsible for administering and making recommendations concerning the operation of the LTIP and any employee bonus plans. The board of directors of the GP have the power to, among other things: (i) determine those individuals who will participate in the LTIP; (ii) determine the level of participation of each participant; and (iii) determine the time or times when LTIP awards will vest or be paid to each participant.

Initially, the LTIP will provide for awards that may be earned based on the amount by which distributable cash per annum per Unit (as measured on a fully diluted basis, assuming the exchange of all of the Exchangeable LP Units) exceeds a base threshold per Unit per annum. The percentage amount of that excess which forms the LTIP incentive pool will be determined in accordance with the table below:

<u>Percentage by which distributable cash per Unit Exceeds the Base Threshold⁽¹⁾</u>	<u>Maximum Proportion of distributable cash Available for LTIP Payments</u>
5% or less.....	10% of any excess over the base threshold
over 5% to 10%.....	15% of any excess over 5% to 10%
greater than 10%	20% of any excess over 10%

Note:

(1) Annualized for fiscal periods of less than 12 months.

The base threshold will be subject to adjustment by the board of Trustees of the Fund.

LTIP Awards in Most Recently Completed Year and Other Compensation Matters

No LTIP awards were paid to Named Executive Officers in the financial period ended December 31, 2005.

There are no pension plan benefits in place for the Named Executive Officers.

Employment Agreements

Each of Ajay Virmani, Dan Mills and Jamie Porteous entered into an employment agreement on June 9, 2005 for an indefinite term; to reflect employment terms that became effective in June 2004. Mr. Virmani will be paid an annual salary of \$325,000 and Mr. Mills and Mr. Porteous will each be paid an annual salary of \$250,000, pursuant to their respective employment agreements. Each of these employment agreements provides for various perquisites, including a car allowance and home office allowance, health and other benefits, which in aggregate amount to approximately \$84,000 annually for Mr. Virmani, and approximately \$76,000 annually for Mr. Mills and Mr. Porteous. In addition, participation in a short-term incentive plan allows the Named Executive Officer to earn a bonus from 25% to 75% of his salary upon the Fund meeting certain distributable cash targets ranging from \$10.9 million to \$13.4 million. The Named Executive Officer is also entitled to participate in the LTIP. The Named Executive Officer may resign by providing not less than six months written notice to the Company, which notice may be given no earlier than 18 months following the effective date of the employment agreements, with certain exceptions. Each employment agreement provides that if the Named Executive Officer is terminated by the Company without cause, he is entitled to a lump sum severance payment equal to his employment income for income tax purposes in the previous calendar year (less any required deductions), with monthly increases to the calendar year period, up to a maximum amount, after the completion of twelve years of continuous employment. The Named Executive Officer will continue to receive benefits, with certain exceptions, for one year following such termination

without cause. The Named Executive Officer will receive a similar lump sum severance payment and benefits if within one year after a "Change of Control" (as defined therein) he is terminated without cause or resigns for "Good Reason" (as defined therein). In the event that the Named Executive Officer is terminated by the Company for cause, he is entitled to receive his compensation (including unused vacation pay) to the date of notice of termination.

Additionally, pursuant to each of these employment agreements, the Named Executive Officer is bound by a non-competition provision during the period of his employment and for a period of two years after the termination of his employment by the Corporation for cause or voluntarily by the Named Executive Officer, or for a period of one year after the termination of his employment by the Company without cause, with certain exceptions. Additionally, each employment agreement includes a non-solicitation provision during the term of employment of the Named Executive Officer and for a period of two years following the termination of his employment, with or without cause.

Compensation of Trustees of the Fund and Directors of the GP

For the year ended December 31, 2005, compensation for directors of the board of directors of the GP (the "GP Board") was \$30,000 per director per year, \$1,200 per director for attending board meetings of the GP Board and \$1,000 per director for attending committee meetings of the GP. The lead director of the GP Board and the Chairman of each of the Audit Committee, Compensation and Nominating Committee and Corporate Governance Committee receive additional remuneration of \$5,000, respectively, per year. The Fund or the Partnership will also reimburse Trustees and directors for out-of-pocket expenses for attending meetings. No director compensation is paid to directors who are members of management of the GP and no director receives compensation for acting as a Trustee (other than for fees for attending board or committee meetings of the Fund that do not run concurrently with meetings of the GP Board).

None of the directors or Trustees were compensated in their capacity as director or Trustee by the Fund or any of its subsidiaries, as applicable during the financial year ended December 31, 2005 pursuant to any other arrangement or in lieu of any standard compensation arrangement.

Indebtedness of Trustees, Directors, Executive Officers and Employees

As at March 28, 2006, no current or former Trustee, director or executive officer or employee of the Fund or any of its subsidiaries, as applicable, is indebted to the Fund or any of its subsidiaries, nor has the indebtedness of any of them to another entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or undertaking provided by the Fund or any of its subsidiaries.

Liability Insurance

The Fund provides insurance for the benefit of the Trustees and directors and officers of the Fund's subsidiaries against liability incurred by them in such capacities. The current annual policy limit is \$15.0 million and contains a deductible of \$250,000. For the policy year of May 17, 2005 to May 17, 2006, the Fund paid an annual premium of \$136,500 for this insurance. Under the policy, each entity has reimbursement coverage to the extent that it has indemnified the Trustees or the directors and officers of such entity.

Interests of Informed Persons in Material Transactions

In the financial period ended December 31, 2005, the Fund completed a transaction whereby it indirectly acquired (the "Acquisition") all of the securities of Cargojet Holdings Ltd ("Cargojet"). The former shareholders of Cargojet sold all of the common shares of Cargojet to the Partnership in exchange for a promissory note with an aggregate value of \$98,665,984 and 2,530,682 Exchangeable LP Units in the Partnership. The purchase price and associated expenses were financed by the proceeds from the initial public offering ("IPO") of Units, which was qualified by way of prospectus. Post-IPO, the Fund indirectly owns all of the Class A limited partnership units of the Partnership with the former shareholders of Cargojet owning all of the Exchangeable LP Units. The Acquisition involved "informed persons" of the Fund, insofar as the former shareholders of Cargojet included Ajay Virmani, Dan Mills and Jamie

Porteous, each currently an officer and/or director of the GP. For additional information with respect to the Acquisition, reference is made to the Business Acquisition Report filed on SEDAR at www.sedar.com.

Other than in connection with the Acquisition, no informed person of the Fund, nor any proposed nominee for election as a Trustee of the Fund, trustee of the Operating Trust or director of the GP, nor any associate or affiliate of such persons, has had any material interest, direct or indirect, in any transaction or any proposed transaction since the commencement of the Fund's last financial year or in any proposed transaction, which has materially affected or would materially affect the Fund or any of its subsidiaries.

Composition of the Compensation and Nominating Committee

The Compensation and Nominating Committee of the GP assists the GP Board by making recommendations to the GP Board concerning the appointment, hiring, compensation, benefits and termination of senior officers and all other significant employees of the GP and the Company. The Compensation and Nominating Committee reviews on an annual basis the Chief Executive Officer's goals and objectives for the upcoming year and provides an appraisal of the Chief Executive Officer's performance. The committee also administers and makes recommendations regarding the operation of the LTIP and advises the GP Board in filling vacancies on the GP Board and periodically reviewing the composition and effectiveness of the GP Board and the contributions of individual directors.

The Compensation and Nominating Committee of the GP is comprised of Craig Baxter, Terence Francis and John Webster, all of whom are "unrelated" within the meaning of National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101").

Report on Executive Compensation

The Fund's executive compensation program is composed of base salaries, short-term incentives in the form of cash bonus opportunities and perquisites and long-term incentives in the form of participation in the Fund's LTIP. The various components of the Fund's executive compensation program are designed to play a role in:

1. Providing a fair and competitive level of compensation;
2. Retaining and motivating its executives who are critical to the Fund's long-term success;
3. Rewarding performance, both on an individual basis and with respect to the business in general; and
4. Reinforcing the link between the Unitholders' interest and the compensation of the Fund's executives.

In order to achieve these objectives, the compensation paid to executive officers consists of the following three components; (a) base salary; (b) short-term incentive in the form of STIP participation; and (c) long-term incentive in the form of LTIP participation.

Base Salary

Individual executive salaries are normally set with a view towards similar companies and with the intention of attracting and retaining individuals with the appropriate skill sets.

Short-Term Incentive Plan

Pay for performance is an important underlying principle of the Fund's executive compensation philosophy, with the result that variable compensation can represent a substantial proportion of total compensation. The Fund administers a short-term incentive plan, which is based on the Fund meeting certain Distributable cash targets. Such short-term incentives, if applicable, are paid shortly following the year in which they are earned.

Long-Term Incentive Plan

The Fund has adopted an LTIP. Awards are granted at the discretion of the GP Board upon recommendation by the Compensation and Nominating Committee based on the amount by which distributable cash per annum per Unit exceeds a base threshold per Unit per annum. See “Long Term Incentive Plan” above.

Compensation of the Chief Executive Officer

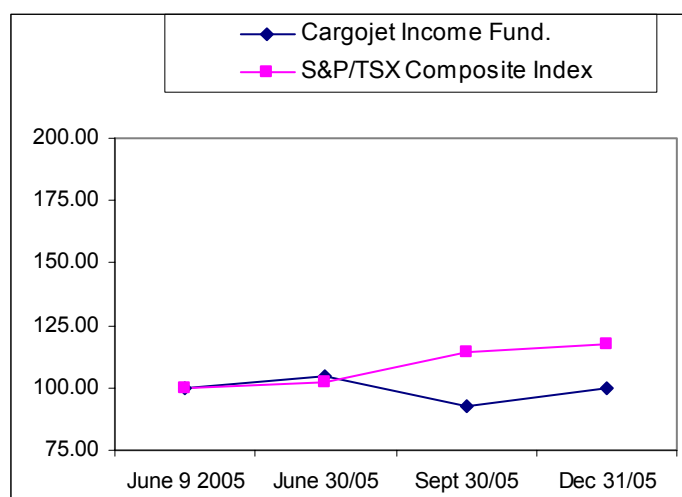
The three main components of the compensation of the Chief Executive Officer are base salary, STIP and a long-term incentive based on participation in the Fund’s LTIP. Competitive benefits and perquisites are also provided.

The components of the Chief Executive Officer’s compensation are the same as those which apply to the other senior executive officers of the Fund and its subsidiaries, namely base salary, bonus and long-term incentives in the form of unit options. These components are set forth in the employment agreement of Mr. Virmani and provide for a minimum base salary of Cdn\$325,000 per year (see “Employment Agreements” above for further details). The Chairman of the Compensation and Nominating Committee presents recommendations to the GP Board with respect to the Chief Executive Officer’s compensation. In setting the Chief Executive Officer’s salary and bonus, the Compensation and Nominating Committee reviews salaries and bonuses paid to other senior officers of the Fund, salaries and bonuses paid to other chief executive officers in the industry and the Chief Executive Officer’s impact on the achievement of the Fund’s objectives for the previous financial year, including the amount of distributions paid throughout the year.

Submitted on behalf of the Compensation and Nominating Committee:

John Webster - Chairman
 Craig Baxter
 Terence Francis

Performance Graph



*June 9, 2005 represents the first day the Units were traded on the Toronto Stock Exchange.

	June 9 2005	June 30/05	Sept 30/05	Dec 31/05
Cargojet Income Fund.	100.00	104.43	92.41	99.81
S&P/TSX Composite Index	100.00	102.21	114.10	117.37

Statement of Corporate Governance Practices

Corporate Governance

In June 2005, National Policy 58-201 *Corporate Governance Guidelines* (the “Governance Guidelines”) and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (the “Governance Disclosure Rule”) were adopted by the securities regulatory authorities in Canada. The Governance Guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance practices. The Governance Disclosure Rule requires that, if management of an issuer solicits proxies from its security holders for the purpose of electing directors, specified disclosure of its corporate governance practices must be included in its management information circular.

The Fund and the Board recognize the importance of corporate governance to the effective management of the Fund and to the protection of its employees and unitholders. The Fund’s approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Fund are effectively managed so as to enhance unitholder value. The Board fulfills its mandate directly and through its committees and the committees of the GP Board at regularly scheduled meetings or as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Fund’s affairs and in light of opportunities or risks, which the Fund faces. The Trustees and directors of the GP are kept informed of the Fund’s operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

The Fund’s corporate governance practices have been and continue to be in compliance with applicable Canadian requirements. The Fund continues to monitor developments in Canada with a view to further revising its governance policies and practices, as appropriate.

The following is a description of the Fund’s corporate governance practices, which has been prepared by the Corporate Governance Committee of the GP Board and has been approved by the Board.

The Board of Trustees and Board of Directors of the GP

Each of Craig Baxter, Terence Francis and John Webster being all of the Trustees that comprise the Board are independent within the meaning of the Governance Guidelines and hold regularly scheduled meetings to review the business operations, governance and financial results of the Fund without the presence of management.

The GP Board is comprised of the Trustees and two additional directors, currently the President and Chief Executive Officer and the Chief Financial Officer of the GP. Ajay Virmani, the President and Chief Executive Officer is the chairman of the GP Board and John Webster is its lead director.

To facilitate the functioning of the Board independently of management, the following structures and processes are in place:

- a non-executive lead director of the GP Board has been appointed;
- there are no members of management on the Board and a majority of the GP Board are non-management members;
- independent committees are appointed from time to time, when appropriate.

Position Descriptions

Written position descriptions have been developed by the Board for the Chairman of the Board, the Chairman of the Audit Committee, the Chairman of each committee of the GP Board and the Chief Executive Officer of the GP.

The roles and responsibilities of the CEO are set out in the Position Description and Employment Agreement of Ajay Virmani, which is reviewed and approved by the Board with the assistance of the

Compensation and Nominating Committee. See "Employment Agreements".

Meetings of the Board and GP Board

From June 9, 2005 to December 31, 2005, the Board held two meetings (August 4th and November 4th) at which all Trustees were in attendance, with the exception of John Webster who was absent from the August 4th meeting only. From June 9, 2005 to December 31, 2005, the GP Board held two meetings (August 4th and November 4th) at which all directors were in attendance with the exception of John Webster who was absent from the August 4th meeting only.

Other Public Company Directorships/Committee Appointments

The following table provides details regarding directorships held by the Trustees and the directors of the GP in other reporting issuers.

Trustee	Other Reporting Issuer Directorships	Other Reporting Issuer Committee Appointments
Craig Baxter	Cangene Corporation Citadel Gold Mines Inc.	None
Terence Francis	None	None
John Webster	None	None
Ajay Virmani	None	None
Dan Mills	None	None

Board Mandate

The Board is responsible for fostering the short and long-term success of the Fund and is accountable to the Fund's unitholders. The Board discharges its responsibilities directly and through the Audit Committee of the Fund and the committees of the GP Board currently consisting of the Compensation and Nominating Committee and the Corporate Governance Committee.

A copy of the Charter of the Board setting out the Board's mandate, responsibilities and the duties of its members is attached as Schedule "A" to this management information circular.

Orientation and Continuing Education

The Board, is responsible for ensuring that new Trustees are provided with an orientation and education program which will include written information about the duties and obligations of the Trustee, the business and operations of the Fund, documents from recent Board meetings, and opportunities for meetings and discussion with senior management and other Trustees.

The Compensation and Nominating Committee, in conjunction with the Chairman of the Board, is responsible for ensuring that new directors of the GP Board are provided with an orientation and education program which will include written information about the duties and obligations of directors, the business and operations of the Fund, documents from recent GP Board meetings, and opportunities for meetings and discussion with senior management and other directors.

The Board recognizes the importance of ongoing trustee and director education and the need for each trustee and director to take personal responsibility for this process. To facilitate ongoing education of the Trustees and directors, the Board and the GP Board, through consultation with their committees will: (a) periodically canvas the Trustees and directors to determine their training and education needs and interests; (b) arrange ongoing visitation by the Trustees and directors to the Fund's facilities and operations; (c) arrange the funding for the attendance of the Trustees and directors at seminars or conferences of interest and relevance to their position as a Trustee and/or director; and (d) encourage

and facilitate presentations by outside experts to the Board or its committees on matters of particular importance or emerging significance.

Code of Ethics

The Board has adopted a Code of Ethics (the “Code”) for the Trustees, directors, officers and employees of the Fund and its subsidiaries and affiliates. Cargojet’s Human Resources Manager has responsibility for monitoring compliance with the Code by ensuring all trustees, directors, officers and employees receive and become thoroughly familiar with the Code and acknowledge their support and understanding of the Code. Any non-compliance with the Code is to be reported to Cargojet’s Human Resources Manager. The Trustees monitor compliance of the code by obtaining reports from Cargojet’s Human Resources Manager as to any matters reported under the Code. A copy of the Code is available on SEDAR at www.sedar.com.

The Board takes steps to ensure that trustees, directors, officers and employees exercise independent judgment in considering transactions and agreements in respect of which a trustee, director, officer or employee of the Fund has a material interest, which include ensuring that trustees, directors, officers and employees are thoroughly familiar with the Code and, in particular, the rules concerning reporting conflicts of interest and obtaining direction from their supervisor or the Chief Executive Officer of the GP regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to trustees, directors, officers and employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Nomination of Trustees

The Board, with the assistance of the Compensation and Nominating Committee, is responsible for identifying and recruiting new candidates for nomination to the Board. The process by which the Board identifies new candidates is through recommendations of the Compensation and Nominating Committee taking into account the following considerations: (a) the competencies and skills the Board, as a whole, should possess; (b) the competencies and skills that each existing Trustee possesses; (c) the competencies and skills each new nominee will bring to the Board; and (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

The Board’s responsibilities, in consultation with the committees of the GP Board, include periodically reviewing the charters of the Board and Audit Committee and the Compensation and Nominating Committee and Corporate Governance Committee of the GP Board; assisting the chairman of the Board in carrying out his responsibilities; considering and, if thought fit, approving requests from Trustees for the engagement of independent counsel in appropriate circumstances; preparing a set of corporate governance guidelines, a Code of Ethics and annually a “Statement of Corporate Governance Practices” to be included in the Fund’s management information circular; and annually reviewing the Board’s relationship with management to ensure the Board is able to, and in fact does, function independently of management.

Compensation

The Board, with the assistance of the Compensation and Nominating Committee of the GP, which is composed entirely of independent directors, determines appropriate compensation for the Trustees and directors. The process by which appropriate compensation is determined is through periodic and annual reports from the Compensation and Nominating Committee on the Fund’s overall compensation and benefits philosophies with such compensation realistically reflecting the responsibilities and risks of such positions.

The Compensation and Nominating Committee’s responsibilities also include reviewing and making recommendations to the GP Board regarding any equity or other compensation plan and regarding the total compensation package of the Chief Executive Officer and other executive officers of the GP, considering

and approving the recommendations of the Chief Executive Officer regarding the total compensation and benefits philosophies and programs for senior management and employees and preparing and recommending to the Board annually a "Report on Executive Compensation" to be included in the Fund's management information circular.

Audit Committee

Information regarding the Company's Audit Committee is contained in the Company's annual information form (the "AIF") dated March 28, 2006 under the heading "Audit Committee". The AIF is available on SEDAR at www.sedar.com.

Board Assessments

The current practice of the Board is for the Board to make ongoing, formal assessments of the performance of the Board, its committees, the committees of the GP and individual Trustees and directors of the GP.

Particulars of Matters to be Acted Upon

Election of Trustees

The declaration of trust of the Fund, as amended, (the "Fund Declaration of Trust") provides that there will be a minimum of three Trustees and a maximum of ten Trustees with the number of Trustees within that range being fixed by resolution of the Trustees. There are currently three Trustees.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote in favour of the election, as Trustees, of the nominees whose names are set forth below. All of the nominees are currently Trustees of the Fund. Each Trustee will hold office for a term expiring at the close of the next annual meeting of Unitholders, unless his office is vacated earlier due to death, removal, and resignation or ceasing to be duly qualified. The Trustees do not contemplate that any of the nominees will be unable to serve as a Trustee, but should that circumstance arise for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion.

The following table and the notes thereto set forth the names of the persons proposed to be nominated for election as Trustees, their principal occupations or employments, the periods during which they have served as Trustees of the Fund and the approximate number of units beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them.

Name and Province/Country of Residence⁽⁷⁾	Position with the Fund	Principal Occupation⁽¹⁾	No. of units Beneficially Owned, Controlled or Directed⁽²⁾	Trustee Since
Craig Baxter ⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Trustee	Executive Vice President of Apotex Inc.	3,000	2005
Terence M. Francis ⁽³⁾⁽⁴⁾⁽⁵⁾ British Columbia, Canada	Trustee	Principal of T. & T.G. Consulting (SA) Ltd.	3,117	2005
John P. Webster ⁽³⁾⁽⁵⁾⁽⁶⁾ Ontario, Canada	Trustee	President and Chief Executive Officer of Maple Trust Company and Principal Officer and Co-General Manager of Maple Bank (Toronto Branch)	4,000	2005

Notes:

- (1) Each of the foregoing individuals has been principally engaged in the occupation set out opposite his name for the preceding five years.
- (2) The information as to Units beneficially owned or over which control or direction is exercised, not being within the knowledge of the Fund, has been furnished by the proposed nominees.
- (3) Member of the Audit Committee. Mr. Baxter is Chairman of the Audit Committee.
- (4) Member of the Corporate Governance Committee. Mr. Francis is Chairman of the Corporate Governance Committee.

- (5) Member of the Compensation and Nominating Committee. Mr. Webster is Chairman of the Compensation and Nominating Committee.
- (6) Mr. Webster is Lead Director of the GP.
- (7) No proposed Trustee is, or has been, within 10 years before the date hereof, a director or officer of any company that, while that person was acting in that capacity (i) was the subject of a cease trade order or similar 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; (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar 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; or (iii) 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 became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Nomination for Election to the Board of Trustees of Cargojet Operating Trust

The declaration of trust (the “Trust Declaration of Trust”) of Cargojet Operating Trust (the “Operating Trust”) provides that there will be a minimum of three and a maximum of ten trustees of the Operating Trust, with the number of trustees within that range being fixed by resolution of the trustees of the Operating Trust. There are currently three trustees of the Operating Trust. Pursuant to the Fund Declaration of Trust and the Trust Declaration of Trust, Unitholders of the Fund are indirectly entitled to elect the trustees of the Operating Trust by passing resolutions binding the Trustees with respect to the exercise of voting rights attaching to the securities of the Operating Trust. The nominees for election to the board of trustees of the Operating Trust will be the same individuals as the Trustees of the Fund set out in the chart above. Each trustee of the Operating Trust elected will hold office until the close of business of the first annual meeting of unitholders of the Operating Trust following his election unless his office is earlier vacated. Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote for directing the Trustees of the Fund to vote the securities of the Operating Trust so as to elect such nominees as trustees of the Operating Trust.

Nomination for Election to the Board of Directors of the GP

The constating documents of the GP provide that there will be a minimum of one and a maximum of ten directors of the GP. There are currently five directors of the GP. As the GP is to be comprised of five directors, pursuant to a Securityholders’ Agreement the Virmani Family Trust, the Mills Family Trust and the Porteous Family Trust are collectively entitled to nominate two directors and the Operating Trust is required to vote its shares in the GP in favour of such individuals.

Pursuant to the Fund Declaration of Trust and the Trust Declaration of Trust, Unitholders of the Fund are indirectly entitled to elect the GP Board by passing resolutions binding the Trustees (in their capacities as Trustees of the Fund and the Operating Trust) with respect to the exercise of voting rights attaching to the securities of the GP. Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote in favour of directing the Trustees of the Fund to elect the nominees whose names are set forth below as directors of the GP. Each director will hold office for a term expiring at the close of the next annual meeting of Unitholders, unless his office is vacated earlier due to death, removal, resignation or ceasing to be duly qualified. The Trustees do not contemplate that any of the nominees will be unable to serve as a director, but should that circumstance arise for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion.

The following table and the notes thereto set forth the names of the persons proposed to be nominated for election as directors of the GP, their principal occupations or employments, the periods during which they have served as directors of the GP and the approximate number of units beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them.

Name and Province/Country of Residence⁽⁶⁾	Position with the Fund	Principal Occupation⁽¹⁾	No. of units Beneficially Owned, Controlled or Directed⁽²⁾	Director Since
Craig Baxter ⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Trustee	Executive Vice President of Apotex Inc.	3,000	2005
Terence M. Francis ⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Trustee, Director of the GP	Principal of T.&T.G. Consulting (SA) Ltd.	3,117	2005

Name and Province/Country of Residence ⁽⁶⁾	Position with the Fund	Principal Occupation ⁽¹⁾	No. of units Beneficially Owned, Controlled or Directed ⁽²⁾	Director Since
John P. Webster ⁽³⁾⁽⁵⁾⁽⁷⁾ Ontario, Canada	Trustee, Director of the GP	President and Chief Executive Officer of Maple Trust Company and Principal Officer and Co-General Manager of Maple Bank (Toronto Branch)	4,000	2005
Ajay Virmani ⁽⁸⁾ Ontario, Canada	President, Chief Executive Officer and Director of the GP	Chief Executive Officer of the GP	1,936,196 ⁽⁹⁾	2005
Dan Mills ⁽⁴⁾ Ontario, Canada	Chief Financial Officer and Director of the GP	Chief Financial Officer, Corporate Secretary and Executive Vice-President of the GP	297,955 ⁽¹⁰⁾	2005

Notes:

- (1) Each of the foregoing individuals has been principally engaged in the occupation set out opposite his name for the preceding five years.
- (2) The information as to Units beneficially owned or over which control or direction is exercised, not being within the knowledge of the Fund, has been furnished by the proposed nominees.
- (3) Member of the Compensation and Nominating Committee. Mr. Webster is Chairman of the Compensation and Nominating Committee.
- (4) Member of the Corporate Governance Committee. Mr. Francis is Chairman of the Corporate Governance Committee.
- (5) Member of the Audit Committee. Mr. Baxter is Chairman of the Audit Committee.
- (6) No proposed director of the GP is, or has been, within 10 years before the date hereof, a director or officer of any company that, while that person was acting in that capacity (i) was the subject of a cease trade order or similar 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; (ii) 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, except on December 17, 2002, Flagship International Marketing Ltd. ("FIML") voluntarily filed an assignment in bankruptcy under the Bankruptcy and Insolvency Act. At the time of filing the assignment in bankruptcy, Ajay Virmani and Dan Mills were the shareholders and directors of FIML. Ajay Virmani and Dan Mills, together represented approximately 76% of creditor claims. The Fuller Landau Group Inc. acted as trustee of FIML. FIML filed the assignment in bankruptcy for tax related reasons.
- (7) Lead director of the GP Board.
- (8) Chairman of the GP Board.
- (9) Ajay Virmani is the beneficial holder of 127,503 Units and is a trustee of the Virmani Family Trust which is the beneficial holder of 1,808,963 Exchangeable LP Units.
- (10) Dan Mills is the beneficial holder of 30,000 Units and is a trustee of the Mills Family Trust which is the beneficial holder of 267,955 Exchangeable LP Units.

Appointment of Auditors of the Fund

The auditors of the Fund are KPMG LLP, Chartered Accountants. Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote for the appointment of KPMG LLP, Chartered Accountants, as the auditors of the Fund, to hold office until the next annual meeting of shareholders, at a remuneration to be fixed by the Trustees. KPMG LLP, Chartered Accountants, have been auditors of the Fund since inception.

For the period December 31, 2005, the Fund paid KPMG LLP total fees of \$772,195. These fees comprised \$383,220 for audit services, \$366,400 for tax compliance and advisory services and other fees of \$22,575. Audit fees relate to the preparation of the audited financial statements and also include fees relating to the preparation of the prospectuses and consultations regarding finance accounting and reporting standards.

Audit Committee

Information on the Audit Committee of the Board of Trustees of the Fund is provided in the Fund's Annual Information Form dated March 28, 2006, which has been filed on SEDAR at www.sedar.com.

Additional Information

Additional information relating to the Fund can be found on SEDAR at www.sedar.com. Financial information is provided in the Fund's financial statements for the financial period ended December 31, 2005 and related management's discussion and analysis of financial results, which can be found in the Fund's annual report to unitholders, which accompanies this information circular and has also been filed on SEDAR. Unitholders may also contact the President and Chief Executive Officer of Cargojet by phone at (905) 501-7373 or by e-mail at pdhillon@cargojet.com to request copies of these documents.

Trustees' Approval

The contents of this management information circular and the sending thereof have been approved by the Trustees of the Fund.

"John Webster"
Trustee

"Terence Francis"
Trustee

"Craig Baxter"
Trustee

Toronto, Ontario
March 28, 2006

Schedule "A"

(See attached)

CARGOJET INCOME FUND

CHARTER OF THE BOARD OF TRUSTEES

CHARTER OF THE BOARD OF TRUSTEES

I. Purpose

The Board of Trustees of Cargojet Income Fund (the "Fund") is ultimately responsible for the stewardship of the Fund and the operation of the business of the Fund. The Board of Trustees will discharge its responsibilities directly and through committees currently consisting of an Audit Committee of the Fund, and a Compensation and Nominating Committee and a Corporate Governance Committee of Cargojet GP Inc. (the "GP"). The Board of Trustees will also be responsible for adopting and periodically reviewing the Fund's Timely Disclosure, Confidentiality and Insider Trading Policy. The Board of Trustees shall meet regularly to review the business operations, governance and financial results of the Fund. Meetings of the Board of Trustees shall include regular meetings without management to discuss specific aspects of the operations of the Fund.

II. Composition

The Board of Trustees shall be constituted at all times of a majority of individuals who, subject to any exemptions set out in National Instrument 52-110 *Audit Committees* ("NI 52-110"), will be independent. An "independent" trustee is a trustee who has no direct or indirect material relationship with the Fund. A "material relationship" is a relationship which could, in the view of the Board of Trustees of the Fund, be reasonably expected to interfere with the exercise of the trustee's independent judgement or a relationship deemed to be a material relationship pursuant to NI 52-110.

III Responsibilities

The Board of Trustees' responsibilities include, without limitation to its general mandate, the following specific responsibilities:

1. Appointing an independent chairman who will be responsible for the leadership of the Board of Trustees and for specific functions to ensure the independence of the Board of Trustees.
2. The assignment to committees of trustees of the Fund or the directors of the GP, the general responsibility for developing the Fund's approach to: (i) financial reporting and internal controls; (ii) corporate governance issues; and (iii) issues relating to compensation of trustees, directors, officers and employees;
3. With the assistance of the Audit Committee:
 - (a) recommending the appointment of auditors and assessing the independence of the auditors;
 - (b) ensuring the integrity of the Fund's internal control and management information systems;

- (c) identifying the principal risks of the Fund's business and ensuring that appropriate systems are in place to manage these risks;
 - (d) approving interim and annual financial statements of the Fund;
 - (e) reviewing the Charter of the Audit Committee, at least annually.
4. With the assistance of the Compensation and Nominating Committee:
- (a) approving the compensation of trustees, directors, senior management and all other significant employees; and
 - (b) ensuring that an appropriate selection process for new nominees to the Board of Trustees of the Fund is in place and developing the Fund's approach to nomination and review of trustees, directors, officers and employees;
 - (c) developing the corporate objectives that the Chief Executive Officer is responsible for meeting, and assessing the Chief Executive Officer against these objectives.
5. With the assistance of the Corporate Governance:
- (a) developing the Fund's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Fund;
 - (b) approving the formal charters of the Audit Committee, Compensation and Nominating Committee and Corporate Governance Committee; and
 - (c) adopting a communication policy for the Fund.
6. Assessing, at least annually, the effectiveness of the Board of Trustees of the Fund as a whole, the Audit Committee, Compensation and Nominating Committee and Corporate Governance Committee and the contribution of individual trustees and directors, including consideration of the appropriate size of the Board of Trustees of the Fund.
7. Ensuring that an appropriate orientation and education program for new recruits to the Board of Trustees of the Fund and Board of Directors of the GP is in place and providing continuing education opportunities for all trustees.
8. Succession planning and the appointment, training and monitoring of the Chief Executive Officer and other senior management.
9. Developing a position description for the Chair of the Board of Trustees and the Chair of each Board Committee.

10. Developing, together with the Chief Executive Officer, a position description for the Chief Executive Officer, including the definition of the limits to management's responsibilities.
11. Approving securities compliance policies, including communications policies of the Fund and reviewing these policies at least annually.
12. The adoption of a strategic planning process and the approval and review, on at least an annual basis, of a strategic plan that takes into account business opportunities and business risks.
13. The adoption of a formal process to consider what competencies and skills the board, as a whole, should possess and what competencies and skills each existing director possesses.
14. The adoption of a formal code of business ethics or business conduct for the Fund that governs the behaviour of Trustees of the Fund and directors, officers and employees of subsidiaries of the Fund.
15. Monitoring compliance with the code of business ethics or business conduct and granting any waivers from compliance with the code for Trustees of the Fund and directors and officers of subsidiaries of the Fund.
16. Ensuring that the Charter of the Audit Committee is published in the Fund's annual report or information circular as required.
17. Performing such other functions as prescribed by law or assigned to the Board of Trustees of the Fund in the declaration of trust governing the Fund.

IV. Administrative Procedures

1. The members of the Board of Trustees are expected to attend all meetings of Board of Trustees unless prior notification of absence is provided.
2. The members of the Board of Trustees are required to have reviewed board materials in advance of the meeting and be prepared to discuss such materials at the meeting.
3. The Board of Trustees shall provide contact information on the website of Cargojet Holdings Ltd. for the Chairman of the Board of Trustees, who will be responsible for receiving feedback from unitholders.