

Canfor Corporation
Notice of Annual General Meeting of Shareholders.

To: The Common Shareholders of Canfor Corporation

Notice is hereby given that the Annual General Meeting (the "Meeting") of the Common Shareholders of Canfor Corporation (the "Company") will be held in a virtual only format conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1757> on Thursday, May 8, 2025 at 12:00 pm for the following purposes:

1. To receive and consider the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2024 and the report of the auditors thereon;
2. To fix the number of Directors of the Company;
3. To elect the Board of Directors of the Company for the ensuing year;
4. To appoint auditors for the ensuing year; and
5. To transact such other business as may properly come before the Meeting.

DATED at Vancouver, British Columbia this 20th day of March, 2025.

By Order of the Board of Directors

Patrick Elliott
Corporate Secretary

An Information Circular accompanies this Notice of Annual General Meeting. The Information Circular contains details of matters to be considered at the Meeting. The Company's Annual Report is available electronically on the Company's website at canfor.com/investors or upon request at annualreport@canfor.com. The Annual Report includes consolidated financial statements of the Company for the year ended December 31, 2024 and the auditors' report thereon and the Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company.

Important Notice

The Meeting is scheduled to take place in a virtual-only format conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1757>. As such, Common Shareholders will not be able to attend the Meeting in person and the Company strongly encourages all Common Shareholders who wish to attend and participate in the Meeting to carefully follow the procedures described in the accompanying Information Circular to ensure they can attend and participate in the Meeting virtually via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1757>. Following the virtual Meeting, a recorded copy of the webcast of the virtual Meeting will also be accessible on the Company's website at canfor.com until May 8, 2026.

A Common Shareholder who is unable to attend the virtual Meeting and who wishes to ensure that its shares will be voted at the virtual Meeting is requested to complete, date and sign the enclosed form of proxy and to deliver the form of proxy in accordance with the instructions set out in the form of proxy and the Information Circular.

Table of Contents.

Solicitation of Proxies.....	4
Record Date	4
Appointment of Proxyholder and Revocation of Proxies	4
Voting of Shares and Exercise of Discretion By Proxyholder	4
Voting By Registered and Non-Registered Shareholders at the Virtual Meeting	5
How to Participate In and Ask Questions at the Meeting	6
Technical Assistance	7
Voting Shares and Principal Holders Thereof	7
Recorded Audio Webcast of Meeting	7
Setting Number of Directors.....	7
Election of Directors.....	8
Executive Compensation – Compensation Discussion and Analysis.....	14
<i>Overview of Named Executive Officers.....</i>	<i>14</i>
<i>Compensation Philosophy and Principles.....</i>	<i>15</i>
<i>Compensation Programs and Practices.....</i>	<i>15</i>
<i>Establishing Market Competitive Pay Levels</i>	<i>15</i>
<i>Elements of Compensation.....</i>	<i>16</i>
<i>Joint Management Resources and Compensation Committee (the "MRCC")</i>	<i>18</i>
<i>Compensation Governance</i>	<i>18</i>
<i>Compensation Decisions</i>	<i>19</i>
<i>Management.....</i>	<i>19</i>
<i>Philosophy and policy</i>	<i>19</i>
<i>Performance-based plan design (Exec-STIP)</i>	<i>19</i>
<i>Performance targets</i>	<i>19</i>
<i>Performance evaluations</i>	<i>19</i>
<i>Individual salary increases and.....</i>	<i>19</i>
<i>incentive awards.....</i>	<i>19</i>
<i>Summary Compensation Table.....</i>	<i>20</i>
Director Compensation.....	14
Indebtedness of Directors, Executive Officers and Senior Officers	25
Management Agreement.....	25
Corporate Governance	25
The Board of Directors	26
Board Mandate.....	27
Position Descriptions	27
Orientation and Continuing Education.....	27

Ethical Business Conduct	28
Nomination of Directors	28
Compensation	28
Board Committees	28
Board/Committee Assessments of Effectiveness and Renewal	32
Appointment of Auditor	34
Auditor Fees	34
Additional Information	35

Canfor Corporation

Information Circular.

Dated as of March 20, 2025
(except as otherwise provided)

The Annual General Meeting (the "Meeting") of the Common Shareholders of Canfor Corporation ("Canfor" or the "Company", with such Common Shareholders being the "Common Shareholders") is currently scheduled to take place in a virtual-only format conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1757> at the time set forth in the notice of the Meeting accompanying this Information Circular. As such, Common Shareholders will not be able to attend the Meeting in person and the Company strongly encourages all Common Shareholders who wish to attend and participate in the Meeting to carefully follow the procedures described in this Information Circular to ensure they can attend and participate in the Meeting virtually via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1757>.

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation by the management of Canfor of proxies to be used at the Meeting of the Common Shareholders to be held virtually via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1757> at the time and for the purposes set forth in the notice of the Meeting accompanying this Information Circular. The solicitation will be by mail. The cost of solicitation will be borne by the Company.

Record Date

The directors of the Company (the "Directors") have fixed March 20, 2025 at the close of business as the record date for determining the names of Common Shareholders of the Company entitled to receive notice of the Meeting. Each person who is entered in the central securities register of the Company at the close of business on March 20, 2025 as a holder of one or more Common Shares of the Company is entitled to attend and vote at the Meeting virtually or by proxy and in the event of a poll to cast one vote for each Common Share held.

Appointment of Proxyholder and Revocation of Proxies

Each of the persons named in the enclosed form of proxy is a Director or senior officer of the Company. **A Common Shareholder has the right to appoint a person (who need not be a shareholder) as its nominee to virtually attend and act for it and on its behalf at the Meeting other than the persons designated in the form of proxy accompanying this Information Circular. To exercise this right, a Common Shareholder may insert the name in full of its nominee in the blank space provided in the form of proxy and strike out the names of the persons now designated.** The proxy will not be valid unless the completed form of proxy is delivered to TSX Trust Company Inc. ("TSX"), Proxy Department, P.O. Box 721, Agincourt, ON M1S 0A1 or the Corporate Secretary of the Company, not less than forty-eight (48) hours (excluding Saturdays and holidays) before the time of the Meeting. A Common Shareholder who has given a proxy has the power to revoke it by a signed instrument in writing in the manner provided in the articles of the Company (the "Articles") or in any other manner provided by law any time before it is exercised. The Articles provide that the revocation must be executed by the Common Shareholder or his/her legal representative or trustee in bankruptcy authorized in writing, or where the shareholder is a corporation, by a duly authorized representative of the corporation and may be delivered to the registered office of the Company at any time up to and including the last business day preceding the Meeting.

Common Shareholders should note that if they participate and vote on any matter at the virtual Meeting, they will revoke any previously submitted proxy.

Voting of Shares and Exercise of Discretion By Proxyholder

The form of proxy accompanying this Information Circular confers discretionary authority upon the proxy nominees with respect to any amendments or variations to matters identified in the notice of the Meeting and any other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the notice of the Meeting and routine matters incidental to the conduct of the Meeting. In the event that any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their judgment of such business. **On any ballot or poll, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions**

of the Common Shareholder as specified in the proxy with respect to any matter to be acted on. If a choice is not so specified with respect to any such matter, the Common Shares represented by a proxy given to management are intended to be voted in favour of the resolutions referred to therein for the setting of the number of Directors, the nominees of management for election as Directors and the appointment of KPMG LLP as auditors.

Voting By Registered and Non-Registered Shareholders at the Virtual Meeting

Please carefully review and follow the voting instructions below based on whether you are a "Registered Shareholder" or "Non-Registered Shareholder" of the Company.

These securityholder materials are being sent to both registered ("Registered Shareholders") and non-registered owners ("Non-Registered Shareholders") of the Company's Common Shares.

Who is a Registered Shareholder

Registered Shareholders are those Common Shareholders who hold shares in the capital of the Company in their own names and can vote by attending and voting those shares at the virtual Meeting or by appointing a proxy holder as described in this Information Circular.

Who is a Non-Registered Shareholder

Non-Registered Shareholders are those Common Shareholders who will not have Common Shares recorded in their own names and will usually hold their shares in the name of an intermediary (for example, a bank, a trustee, a broker or an investment dealer) or in the name of a clearing agency of which the intermediary is a participant.

If you are a Non-Registered Shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

A Non-Registered Shareholder who receives these Meeting materials from an intermediary must complete and return the voting materials in accordance with the instructions provided by their intermediary as to how to vote the Common Shares held by them. If the Company sends these materials to you, a Non-Registered Shareholder, directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

If a Non-Registered Shareholder does not complete and return the materials in accordance with the instructions from the intermediary or as set forth herein and in the other Meeting materials, as applicable, they may lose the right to vote at the virtual Meeting, either virtually or by proxy. Although Non-Registered Shareholders may not be recognized directly at the virtual Meeting for the purposes of voting Common Shares registered in the name of their intermediary, they may attend and vote at the virtual Meeting by appointing themselves as proxyholder for their shares in accordance with the voting instructions.

Non-Registered Shareholders who have questions or concerns regarding any of these procedures should contact their intermediary directly or contact the Company or TSX (see "Voting Process and Meeting Technical Assistance" below).

Instructions on Voting at the Meeting

Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting and vote in real time, provided they are connected to the internet and follow the instructions in this Information Circular.

Non-Registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting only as guests but will not be able to vote at the virtual Meeting.

Common Shareholders who wish to appoint a person other than the management nominees identified in the form of proxy or voting instruction form ("VIF") (including a Non-Registered Shareholder who wishes to appoint themselves as proxyholder to attend and vote at the virtual Meeting) must carefully follow the instructions in this Information Circular and on their form of proxy or VIF. These instructions include the additional step of registering such proxyholder with our transfer agent, TSX, after submitting the form of proxy or VIF. **Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a control number to participate in the virtual**

Meeting and only being able to attend as a guest. Guests will be able to listen to the virtual Meeting but will not be able to vote.

Obtaining a Control Number for Non-Registered Shareholders and Proxyholders

Non-Registered Shareholders and proxyholders must also obtain a control number to vote during the virtual Meeting. You must complete the additional step of registering the proxyholder by calling TSX at 1 (866) 751-6315 (within North America) or 1 (416) 682-3860 (outside of North America) or by completing an electronic form at <https://www.tsxtrust.com/control-number-request> by no later than 12:00 p.m. (Pacific Time) on May 7, 2025.

Failing to register your proxyholder online will result in the proxyholder not receiving a control number, which is required to vote at the virtual Meeting. Non-Registered Shareholders who have not duly appointed themselves as proxyholder and registered with TSX in accordance with the instructions in this Information Circular will not be able to vote at the virtual Meeting but will be able to participate as a guest.

For Registered Shareholders, this step is not required as the control number is located on the form of proxy accompanying this Information Circular.

How to Vote

You have two ways to vote your Common Shares:

1. By submitting your proxy or VIF as per instructions indicated; or
2. During the Meeting by online ballot through the live webcast platform at <https://virtual-meetings.tsxtrust.com/1757>. Registered Shareholders and duly appointed proxyholders (including Non-Registered Shareholders who have duly appointed themselves as proxyholder) that attend the Meeting online will be able to vote by completing a ballot online during the Meeting through the live webcast platform.

Guests (including Non-Registered Shareholders who have not duly appointed themselves as proxyholder) can log into the Meeting as set out below. Guests will be able to listen to the Meeting but will not be able to vote during the Meeting.

Step 1: Log in online at <https://virtual-meetings.tsxtrust.com/1757>.

Step 2: Follow these instructions:

- **Registered Shareholders:** Click "I have a control number/Meeting access number" and then enter your control number and password: "canforcorp2025" (case sensitive). The control number is located on the form of proxy accompanying this Information Circular. If you use your control number to log in to the virtual Meeting, any vote you cast at the virtual Meeting will revoke any proxy you previously submitted. If you do not wish to revoke a previously submitted proxy, you should not vote during the virtual Meeting.
- **Duly appointed proxyholders:** Click "I have a control number/Meeting access number" and then enter your control number and password: "canforcorp2025" (case sensitive). Proxyholders who have been duly appointed and registered with TSX as described in this Information Circular will receive a control number by email from TSX after the proxy voting deadline has passed.
- **Guests:** Click "Guest" and then complete the online form.

It is your responsibility to ensure internet connectivity for the duration of the virtual Meeting and you should allow ample time to log in to the Meeting online before it begins.

How to Participate In and Ask Questions at the Meeting

Registered Shareholders and proxyholders (including Non-Registered Shareholders who have duly appointed themselves as proxyholder) who attend the Meeting virtually and have properly followed the instructions in this Information Circular to participate and vote virtually at the Meeting will have an opportunity to participate in discussions and ask questions at the Meeting during any discussion or question period.

During the Meeting, if a Common Shareholder or proxyholder wishes to engage in a discussion or ask a question, they should select the "Ask a Question" icon and type the comment or question within the chat box on the messaging screen and click the "Ask Now" button to submit the comment or question to the Chair of the Meeting. Comments

and questions can be submitted at any time during any discussion or question period during the Meeting up until the Chair of the Meeting closes such discussion or question period.

Should a Common Shareholder or proxyholder wish to submit a question to be addressed at the Meeting, they can also submit questions in advance of the Meeting to info@canfor.com and under subject type "Canfor Corporation AGM Questions".

Regardless of whether comments or questions are submitted during the Meeting or in advance as set out above, all submitted comments and questions may be reviewed by the Company through the TSX virtual meeting platform before being sent to the Chair of the Meeting. It is anticipated that Common Shareholders will have substantially the same, if not the same, level of opportunity to engage in discussions and ask questions on matters of business before the Meeting as in past years when the annual meeting of Common Shareholders was held in person, provided that such Common Shareholders have properly followed the instructions in this Information Circular to participate in the virtual Meeting and remain connected to the internet at all relevant times. In the event that there is insufficient time during the Meeting for the Company to address all properly submitted questions, Common Shareholders or proxyholders whose questions were not addressed during the Meeting are encouraged to contact the Company at info@canfor.com.

Voting Process and Meeting Technical Assistance

Common Shareholders with questions regarding the voting or proxy process, the virtual meeting platform or requiring assistance accessing the Meeting website for the Meeting should refer to the virtual meeting guide accompanying the Meeting materials, the TSX's frequently asked questions website at <https://www.tsxtrust.com/vagm-faq> or contact the Company at (604) 661-5241.

On the Meeting date, Common Shareholders and proxyholders may also contact the Company at (604) 661-5241 for assistance.

Voting Shares and Principal Holders Thereof

As at March 20, 2025, the Company has outstanding and entitled to be voted at the virtual Meeting 118,405,079 Common Shares, each Common Share carrying the right to one vote. To the knowledge of the Directors and senior officers of the Company, no person or company owns beneficially, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to all Common Shares of the Company entitled to be voted at the virtual Meeting except as set out below:

Title of Class	Name of Beneficial Holder	Number of Shares	Percentage of Class
Common Shares	James Pattison	63,728,722 ⁽¹⁾	53.9%

Notes:

⁽¹⁾ The Common Shares beneficially owned by James Pattison are held by companies wholly owned by Mr. Pattison, being 4123221 Canada Inc. (the registered holder of 10,072,705 Common Shares), Great Pacific Capital Corp. (the registered holder of 37,285,572 Common Shares) and Great Pacific Capital Investments Inc. (the registered holder of 16,370,445 Common Shares).

As announced by the Company on March 19, 2024, the Company renewed its normal course issuer bid, which commenced on March 21, 2024. During 2024, the Company purchased 526,700 Common Shares pursuant to the normal course issuer bids applicable during that year. As announced by the Company on March 19, 2025, the Company renewed its normal course issuer bid, which will commence on March 21, 2025. For additional information regarding the Company's normal course issuer bids, see the section of the Company's Annual Information Form dated March 6, 2025, entitled "Business of Canfor – Significant Events – Normal Course Issuer Bids" which section is incorporated by reference herein and available on SEDAR+ at sedarplus.ca. Upon request by a securityholder of the Company, the Company will provide a copy of the notice filed by the Company with the Toronto Stock Exchange in respect of its renewed 2025 normal course issuer bid free of charge.

Recorded Audio Webcast of Meeting

Following the virtual Meeting, a recorded copy of the webcast of the virtual Meeting will also be accessible on the Company's website at canfor.com until May 8, 2026.

Setting Number of Directors

The size of the board of directors of the Company (the "Board") is currently twelve, all of whom were appointed at the Company's Annual General Meeting in 2024, except for Ms. Yurkovich who was appointed a Director of the

Company effective as of January 1, 2025, following Mr. Kayne's retirement as a Director of the Company on December 31, 2024. Pursuant to the Articles, the Company intends to set the number of Directors of the Company at ten and will ask the Common Shareholders to approve an ordinary resolution setting the number of Directors at ten at the Meeting.

Election of Directors

The persons named in the enclosed form of proxy intend, unless otherwise directed, to vote for the election of a Board of Directors composed of the ten nominees in the list that follows, nine of whom are currently Directors of the Company. If any of the nominees do not stand for election or re-election, as the case may be, or are unable to serve, proxies may be voted for a smaller Board at the discretion of the proxy nominee.

The term of each Director currently in office will expire on May 8, 2025. Each Director proposed as a nominee below will hold office until the Company's next Annual General Meeting, unless his or her office is earlier vacated in accordance with the Articles.

The following disclosure is further information regarding each of the individuals who are proposed as nominees for election as Directors of the Company, including their principal occupations, directorships and appointments and, where applicable, memberships on committees of the Board of Directors of the Company. A record of attendance at regular meetings of the Board and its committees during the twelve months ended December 31, 2024, is also noted below.



The Honourable John R. Baird

Toronto, Ontario
Canada

Age: 56
Director of Canfor since 2016

Independent

Key areas of expertise:

- Business Management
- Foreign Affairs
- Government Relations
- Financial
- Risk Management

Mr. Baird is the Chair of the Board of the Company and is also a Director and Chair of Canfor Pulp Products Inc. ("Canfor Pulp").

Mr. Baird is the former Canadian Minister of Foreign Affairs. He is a Senior Advisor to various enterprises and a former Senior Cabinet Minister in the Government of Canada. An instrumental figure in bilateral trade and investment relationships, Mr. Baird has played a leading role in the Canada-China dialogue and worked to build ties with the Association of Southeast Asian Nations (ASEAN) countries. In addition, Mr. Baird has worked closely with international leaders to strengthen security and economic ties with the United States and Middle Eastern countries.

A native of Ottawa, Mr. Baird spent three terms as a Member of Parliament and four years as Foreign Affairs Minister. He also served as President of the Treasury Board, Minister of the Environment, Minister of Transport and Infrastructure, and Leader of the Government in the House of Commons. In 2010, he was selected by Members of Parliament from all parties as Parliamentarian of the Year. Prior to entering federal politics, Mr. Baird spent ten years in the Ontario Legislature where he served as Minister of Community and Social Services, Minister of Energy, and Government House Leader.

Currently, Mr. Baird serves as a Senior Business Advisor with Bennett Jones LLP, a premier Canadian law firm. In addition, Mr. Baird sits on the advisory board of Barrick Gold Corp., the corporate boards of Canadian Pacific Kansas City Limited (CPKC), the FWD Group and PineBridge Investments. He also serves as a Senior Advisor at Eurasia Group, a global political risk consultancy.

Mr. Baird also volunteers his time with Community Living Ontario, an organization that supports individuals with developmental disabilities, and is a board member of the Friends of Israel Initiative.

He holds an Honours Bachelor of Arts in Political Studies and an Honourary Doctorate of Law from Queen's University at Kingston.

Other public company board/committee memberships in the past five years:

- Canfor Pulp (2016 – present)
- Canadian Pacific Kansas City Limited (formerly Canadian Pacific Railway Limited) (2015 – present)
- Canadian Pacific Railway Company (2015 – present)
- Osisko Gold Royalties Ltd. (2020 – January 31, 2024)

Board/Committee Membership ¹	Overall Attendance: 100%	
	Attendance at Regular Meetings	
Board – Chair*	8/8	

Securities Held	March 20, 2025	March 13, 2024
	Common Shares ⁵	Common Shares ⁵
DSUs ²	22,024	22,024
	Nil	Nil



Ryan Barrington-Foote
FCPA, FCA

Vancouver, British Columbia
Canada

Age: 45
Director of Canfor since 2017

Non-Independent³

Key areas of expertise:

- Business Management
- Financial
- Taxation
- Risk Management
- Compensation

Mr. Barrington-Foote was elected to the Board of the Company in April 2017.

He is currently the President of The Jim Pattison Group, a diversified holding company, where his duties include oversight of several operating divisions within the group. He was previously the Managing Director, Accounting and has worked with The Jim Pattison Group since 2001 with oversight responsibility for accounting and tax related functions. From 1996-2001, he was associated with KPMG LLP, where he earned his CPA (CA) designation in 2001. He obtained a degree in Business Administration (Hons.) from Simon Fraser University. Mr. Barrington-Foote is a former member of the Board of Directors of Just Energy Group Inc. from 2015-2017 and was a Director and Treasurer of the Rick Hansen Institute from 2010-2016 and received an award as one of Vancouver's Top 40 Under 40 in 2009. He also received his fellowship designation from the Chartered Professional Accountants of British Columbia in 2022.

Other public company board/committee memberships in the past five years:

- N/A

Board/Committee Membership ¹	Overall Attendance: 100% Attendance at Regular Meetings	
	March 20, 2025	March 13, 2024
Board	8/8	8/8
Audit	7/7	7/7
Joint Management Resources and Compensation - Chair	6/6	6/6
Securities Held		
	March 20, 2025	March 13, 2024
Common Shares ⁵	Nil	Nil
DSUs ²	Nil	Nil



Dieter W. Jentsch

King City, Ontario
Canada

Age: 65
Director of Canfor since 2020

Independent

Key areas of expertise:

- Risk Management
- Finance
- Business Management
- Operations
- Compensation
- International Markets

Mr. Jentsch is a senior executive and career banker with experience in Canadian, US and international markets.

Mr. Jentsch had a 35-year career at the Bank of Nova Scotia, holding numerous senior roles. In addition to being part of the Bank of Nova Scotia's Operating Committee, he was Group Head of Global Banking and Markets (2016-2018) and Group Head of International Banking (2012-2016). Other prior roles included Executive Vice President Latin America and Executive Vice President Canadian Commercial Banking. Mr. Jentsch holds a Bachelor of Science degree in Agriculture and a Master of Business Administration degree. He holds a diploma from the Advanced Management Programme from the European Institute of Business (INSEAD) as well as a diploma from the University of Toronto Rotman-ICD Directors Education Program.

Other public company board/committee memberships in the past five years:

- Aimia Inc. (June 2019 – February 2020)
- Canfor Pulp (2020 – present)
- Mineros S.A. (2021 – May 2024)

Board/Committee Membership ¹	Overall Attendance: 100% Attendance at Regular Meetings	
	March 20, 2025	March 13, 2024
Board	8/8	8/8
Audit	7/7	7/7
Joint Capital Expenditure	5/5	5/5
Securities Held		
	March 20, 2025	March 13, 2024
Common Shares ⁵	20,000	20,000
DSUs ²	Nil	Nil



Santhe Dahl

Vaxjo,
Sweden

Age: 70
Director of Canfor since 2023

Non-Independent³

Key areas of expertise:

- Risk Management
- Finance
- Business Management
- Operations
- Governance
- International Markets

Mr. Dahl is the Chair of Vida AB ("Vida"), the largest sawmill production company in Sweden and a 77% subsidiary of the Company.

Mr. Dahl started his forest products career in 1977 as site manager and Chief Financial Officer at the Alvesta Mill, a sawmill located in Alvesta, Sweden, which was the second sawmill owned by Vida at that time. In 1983, Vida acquired two state-owned sawmills from Domänverket, currently Sveaskog and Mr. Dahl became a co-owner of Vida along with six other employees. During 1989, the ownership of Vida changed to three individuals, of which Mr. Dahl was one, at which time two additional sawmills were acquired. Since 1999, Mr. Dahl has led Vida's acquisitions of approximately ten more sawmills, six wooden packaging factories, a pellet factory and two-house factories.

Mr. Dahl has been an owner of Vida since 1983 and was appointed Managing Director in 1986 and CEO in 1999. He became the majority owner of Vida in 2010 until 2019, when Canfor acquired 70% of Vida. At that time, he became Chairman of the Board of Vida.

For the past 20 years, Mr. Dahl has been a board member of Sweden's Forest Industries and served as president for 10 years.

Other public company board/committee memberships in the past five years:

- Nivika (2020 – present)

Board/Committee Membership	Overall Attendance: 100%	
	Attendance at Regular Meetings	
Board	8/8	
Joint Capital Expenditure	5/5	
Securities Held		
	March 20, 2025	March 13, 2024
Common Shares ⁵	Nil	Nil
DSUs ²	Nil	Nil



M. Dallas H. Ross

Vancouver, British Columbia
Canada

Age: 68
Director of Canfor since 2018

Independent

Key areas of expertise:

- Business Management
- Risk Management
- Financial
- Operations

Mr. Ross is a founder and general partner of Kinetic Capital Partners in Vancouver, BC, a private investment firm with large ownership percentages in a few high growth US private companies where he oversees management's strategic, financial, compensation and value creation activities. He is also active with some other public companies. He is: 1) Chair of the Board and Chair of the Strategic Initiatives Committee of Rogers Sugar Inc. and Lantic Inc.; and 2) a Director of Westshore Terminals Investment Corporation and Westshore Terminals Ltd. and is Chief Financial Officer of Westshore Terminals Investment Corporation.

Previously, Mr. Ross was on the Board and Chair of the Strategic Alternatives Committee, the Audit Committee and Compensation Committee of Catalyst Paper Corporation to assist with its substantial debt restructuring from 2010-2012. He was also on the Board of Just Energy Group Inc., was Chair of the Special Committee that oversaw its consensual CCAA restructuring in 2020 and remained on the Board until it exited its subsequent CCAA restructuring in 2022. Mr. Ross was on the Board of FutureShop.com from 1999-2004 and was on the Board and Chair of the Campus Task Force, on the Executive Committee and on the Finance Committee of Crofton House School in Vancouver from 2006-2013 as a key member of the leadership team that rebuilt the campus facilities, significantly improved the school's economic scale and raised significant donations from its community. Prior to founding Kinetic Capital Partners, Mr. Ross was Managing Director, Investment Banking at Scotia Capital in Vancouver and, prior to that, Managing Director, Mergers & Acquisitions in Toronto with ScotiaMcLeod where he started at its predecessor, McLeod Young Weir, in Toronto in 1985.

Other public company board/committee memberships in the past five years:

- Rogers Sugar Inc. (1997 – present)
- Westshore Terminals Investment Corporation (1996 – present)
- Just Energy Group Inc. (2017 – 2022)

Board/Committee Membership ¹	Overall Attendance: 100%	
	Attendance at Regular Meetings	
	Board	
	8/8	
	Audit	
7/7		
Joint Management Resources and Compensation		
6/6		
Joint Capital Expenditure – Chair		
5/5		
Securities Held		
	March 20, 2025	March 13, 2024
Common Shares ⁵	Nil	Nil
DSUs ²	Nil	Nil

Frederick T. Stimpson III

Mobile, Alabama
United States

Age: 74

Director of Canfor since 2021

Non-Independent³

Key areas of expertise:

- Governance
- Business Management
- Operations
- Marketing
- Risk Management

Mr. Stimpson is the former President of Canfor Southern Pine Inc. ("Southern Pine") and currently is a consultant for the Company.

Mr. Stimpson is the third generation of a family with a long history in the forest products business. He started out working in the woods for the Gulf Lumber Company at the age of 14 during summer breaks and that continued through university. After graduating from the University of Alabama in Business and from the University of Georgia in Forestry, Mr. Stimpson continued his work with Gulf Lumber Company in various roles and was president from 1988-2009 and CEO of Scotch & Gulf Lumber until 2013. After the acquisition by the Company of Scotch Gulf Lumber, he was appointed President of Southern Pine in 2015 until his retirement in 2020.

Throughout his career he has always been passionate about people and building relationships. Mr. Stimpson has been an active member in local, state and regional lumber and timber associations throughout his entire career and thanks to these relationships, Southern Pine was able to expand from four mills to 15 operations including a trucking company and became one of the strongest wood products organizations in the United States. The leadership team under his guidance was able to increase the organizational success through the strength and focus of maintaining these and other relationships.

Other public company board/committee memberships in the past five years:

- Nil

Board/Committee Membership ¹	Overall Attendance: 100% Attendance at Regular Meetings	
	March 20, 2025	March 13, 2024
Board	Nil	Nil
Joint Environmental, Health and Safety	Nil	Nil
Joint Management Resources and Compensation	Nil	Nil
Securities Held		
	March 20, 2025	March 13, 2024
Common Shares ⁵	Nil	Nil
DSUs ²	Nil	Nil



Sandra Stuart

Vancouver, British Columbia
Canada

Age: 61

Director of Canfor since 2021

Independent

Key areas of expertise:

- Business Management
- Compensation
- Operations
- Risk Management

Ms. Stuart was appointed to the Board of Directors for the Company and Canfor Pulp in June 2021.

She also currently serves as a director and member of the Risk and Governance Committee for the Bank of Nova Scotia, Director and Chair of the Governance Committee and member of the Audit Committee for TELUS Digital (formerly, TELUS International).

Ms. Stuart is an accomplished International Banking Executive with extensive C-Suite and corporate governance experience. Ms. Stuart retired as President and CEO of HSBC Canada in 2020. She enjoyed a 40-year career with HSBC, holding progressively senior roles including in the United States and Brazil. Ms. Stuart is active in the community volunteering on the Advisory Board for the Caldwell Top 40 Under 40, and for the Loran Scholarship Program. She has been recognized by the Association of Women in Finance for Excellence in the Private Sector, received the Women’s Executive Network Deloitte Inclusion Vanguard Award (2016), was named one of WXN’s Top 100 Most Powerful Women in Canada (2014), and British Columbia’s Most Influential Women by BC Business Magazine (2015/19). Most recently, Ms. Stuart was selected as a Catalyst Canada Honors Champion.

Ms. Stuart has a Bachelor of Arts with a double minor in Economics and Business from Simon Fraser University.

Other public company board/committee memberships in the past five years:

- Canfor Pulp (2021 – present)
- DRI Healthcare Trust (2021 – March 2025)
- TELUS Digital Inc. (2021 – present)
- Bank of Nova Scotia (2023 – present)
- HSBC Canada (2011 – 2020)

Board/Committee Membership ¹	Overall Attendance: 100% Attendance at Regular Meetings	
Board	8/8	
Joint Environmental, Health & Safety	4/4	
Joint Governance and Sustainability	3/3	
Securities Held		
	March 20, 2025	March 13, 2024
Common Shares ⁵	Nil	Nil
DSUs ²	Nil	Nil

	Ms. Watts is a member of the Board of Directors of Westshore Terminals Investment Corporation. She is also a member of the Board of Directors of the EllisDon Corporation and is a member of its Audit Committee. Ms. Watts is a former Member of Parliament in the House of Commons representing Surrey/White Rock from 2015-2017. Prior to entering federal politics, Ms. Watts served from 2005-2014 as Mayor of Surrey, BC and a Surrey City Councillor from 1996-2005. During her time as a Member of Parliament, Ms. Watts was the Shadow Minister for National Infrastructure and Communities and served as a member of the National Security and Public Safety Committee, National Infrastructure and Transportation Committee and the Economic Development Caucus. During her time as Mayor of Surrey, BC, Ms. Watts served as Chair of the National Policing and Public Safety Committee, Metro Vancouver Transportation Committee, RCMP Local Government Contract Management Committee. Ms. Watts also served as a founding member and Board Director for BC Mayors Caucus, Sophie’s Place Child Advocacy Center and Servants Anonymous Safe Houses. In addition, Ms. Watts is the Co-Chair UNITI Harmony Housing Project, Executive member of BC United, Member of Women Options, affordable Housing Campaign and a political contributor to Global and CBC media services. <i>Other public company board/committee memberships in the past five years:</i> Westshore Terminals Investment Corporation (2018 – present)		
Dianne L. Watts (LLD) Surrey, British Columbia Canada Age: 60 Director of Canfor since 2018 Independent <i>Key areas of expertise:</i> - Business Management - Government Relations - Financial - Risk Management - Communications			
Board/Committee Membership¹ Board 8/8 Joint Environmental, Health & Safety – Chair 4/4 Joint Governance and Sustainability 3/3		Overall Attendance: 100% Attendance at Regular Meetings	
Securities Held			
		March 20, 2025	March 13, 2024
Common Shares ⁵		Nil	Nil
DSUs ²		Nil	Nil

	Ms. Yaremko is currently the Chief Financial Officer at GCT Global Container Terminals ("GCT"). She is a transformative agent with deep financial expertise in capital-intensive industries including utilities, transportation, and manufacturing. Ms. Yaremko is responsible for the strategic leadership and direction for GCT's financial activities, public affairs, and environmental, social and governance matters. Prior to her role as Chief Financial Officer of GCT, Ms. Yaremko was the Chief Financial Officer and Executive Vice-President, Finance, Technology and Supply Chain at British Columbia Hydro and Power Authority and Chief Financial Officer for BC Railway Company. She is currently on the Board of Governors of the Business Council of British Columbia and has served on the boards of British Columbia Investment Management Corporation (BCI) (Audit Committee Chair), UBC Investment Management Trust (Audit Committee Chair), InTransit BC and Ballet BC. Ms. Yaremko is a Chartered Professional Accountant, holds an ICD.D designation from the Institute of Corporate Directors and has a Bachelor of Commerce (Honours), with a major in Finance, from the University of British Columbia.		
Cheryl Yaremko Burnaby, British Columbia Canada Age: 56 Proposed Nominee as Director of Canfor Independent <i>Key areas of expertise:</i> • Business Management • Compensation • Operations • Financial • Risk Management	<i>Other public company board/committee memberships in the past five years:</i> • N/A		
	Board/Committee Membership	Overall Attendance: N/A Attendance at Regular Meetings	
	Proposed Nominee	N/A	
	Securities Held		
		March 20, 2025	March 13, 2024
	Common Shares⁵	N/A	N/A
	DSUs²	N/A	N/A



Susan Yurkovich

Vancouver, British Columbia
Canada

Age: 59

Director of Canfor since 2025

Non-Independent³

Key areas of expertise:

- Business Leadership
- Environment & Regulatory
- Human Resources / Compensation
- Government Relations
- International Business
- Risk Management

Ms. Yurkovich was appointed President and Chief Executive Officer ("CEO") of the Company and a Director of Canfor Pulp in January 2025. She previously served as Senior Vice President of Global Business Development of the Company and in various roles from 1994-2004, including five years as Vice President, Corporate Affairs.

Prior to re-joining the Company in 2022, Ms. Yurkovich was President and CEO of the BC Council of Forest Industries and President of the BC Lumber Trade Council where she led advocacy efforts and represented the sector in trade matters, including the Canada-US softwood lumber dispute. From 2006-2015, she served as Executive at British Columbia Hydro and Power Authority and led the development of the Site C Hydro Project on the Peace River in Northeast BC.

Ms. Yurkovich is a Director of Centerra Gold Inc., FortisBC, the Softwood Lumber Board, and the Sustainable Forest Initiative (SFI), and is a member of the Faculty Advisory Board at University of British Columbia's Sauder School of Business. She holds a Bachelor of Arts and a Master of Business Administration from the University of British Columbia, a Diploma in International Business from Erasmus University, Netherlands, and the ICD.D designation from the Institute of Corporate Directors.

Other public company board/committee memberships in the past five years:

- Canfor Pulp (2025 – present)
- Centerra Gold Inc. (2018 – present)

Board/Committee Membership ¹	Overall Attendance: 100% ⁽⁴⁾ Attendance at Regular Meetings	
Board	2/2 ⁽⁴⁾	
Securities Held		
	March 20, 2025	March 13, 2024
Common Shares ⁵	60,000	N/A
DSUs ²	Nil	N/A

Notes:

* As the Chairman, Mr. Baird attends the Committee meetings as ex officio member. He was appointed Chair on April 29, 2021.

1. All Committees of the Company, other than the Audit Committee, have as members one or more directors of Canfor Pulp and are joint committees with Canfor Pulp. For more information on the powers, responsibilities and composition of the joint committees, see "Executive Compensation – Compensation Discussion and Analysis – Joint Management Resources and Compensation Committee – Compensation" and "Board Committees" below and Canfor Pulp's Information Circular dated March 20, 2025, which can be found on SEDAR+ at www.sedarplus.ca.
2. Represents deferred share units ("DSUs") under the Non-Employee Director DSU Plan (see "Director Compensation – Compensation of Directors/Attendance Fees" below).
3. With respect to Messrs. Barrington-Foote, Stimpson and Dahl and Ms. Yurkovich, reference is made to "The Board of Directors – Independence" below.
4. Joined the Board as at January 1, 2025, therefore only eligible to attend meetings held after that date.
5. The number of Common Shares held by each nominee refers only to Common Shares of the Company and does not include common shares of Canfor Pulp ("CPPI Shares"), or Vida ("Vida Shares"), each of which is a subsidiary of the Company, held by the nominee. In particular, as at the date hereof: Mr. Baird holds 2,000 CPPI Shares, and Mr. Dahl owns 136,911 Vida Shares, representing 15.03% of the issued and outstanding Vida Shares. Mr. Dahl is also a party to an agreement (with the other holders of the 23% interest of Vida not owned by the Company) to put his Vida Shares to the Company commencing in February 2025 and ending in February 2032, at which time the Company will also have a right to acquire any of the Vida Shares which remain outstanding in the hands of Mr. Dahl. Pursuant to that agreement, the price of the Vida Shares is fixed based on the original acquisition terms of Vida agreed to with Mr. Dahl and the other remaining Vida shareholders in 2018. On December 10, 2024, the Company increased its ownership interest in Vida from 70% to 77% by acquiring 36,446 Vida Shares from a company controlled by Mr. Dahl and 27,211 Vida Shares from a company controlled by Mr. Johansson, President of Canfor Europe. For more information in respect of this acquisition, see "Partial acquisition of Vida's non-controlling interest" under the Company's management's discussion and analysis for the year ended December 31, 2024 which can be found on the Company's SEDAR+ profile at sedarplus.ca and is incorporated by reference herein.

For additional information regarding the Directors of the Company, see the section of the Company's Annual Information Form dated March 6, 2025 entitled "Directors and Officers".

To the knowledge of the Company, no nominee for election as a Director of the Company is, at the date of this Information Circular, or has been within the last 10 years prior to the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that: (i) while acting in that capacity, was subject to a cease trade or similar order or an order that denied access to any exemption under securities legislation (each, an "Order") that was in effect for a period of more than 30 consecutive days; (ii) was subject to an Order that was in effect for a period of more than 30 consecutive days that resulted from an event that occurred while the nominee was acting in such capacity but which was issued after he ceased to act in such capacity, other than Mr. Jentsch.

On August 19, 2020, The Bank of Nova Scotia ("Scotiabank") announced that it entered into a Deferred Prosecution Agreement ("DPA") with the U.S. Department of Justice (the "DOJ"). Additionally, the Commodity Futures Trading Commission (the "CFTC") issued three separate orders against Scotiabank (collectively, the "CFTC Orders"). The DPA and the CFTC Orders resolve the DOJ's and CFTC's previously disclosed investigations into Scotiabank's activities and trading practices in the metals markets and related conduct as well as pre-trade mid-market marks and related swap dealer compliance issues. Mr. Jentsch was a Senior Executive of Scotiabank during the time period during which such activities, trading practices and related conduct occurred. Mr. Jentsch was not personally sanctioned as part of these proceedings nor was he the subject of these investigations.

To the knowledge of the Company, no nominee for election as a Director of the Company is, at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company that, while acting in that capacity or within a year of ceasing to act in such capacity, became bankrupt, made a proposal under 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 other than Mr. Ross.

Mr. Ross was asked to join the Board of Directors of Just Energy Group Inc. in June 2017. Mr. Ross was on the Board of Directors of the Company to execute a Plan of Arrangement under the CBCA in mid-2020 and then to subsequently execute a Companies' Creditors Arrangement Act ("CCAA") filing amidst significant issues in the Texas regulated market in early 2021. Just Energy Group Inc. exited CCAA in December 2022 and Mr. Ross ceased serving as a Director of Just Energy Group Inc.

To the knowledge of the Company, no nominee for election as a Director of the Company has, within the last 10 years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver or receiver manager or trustee appointed to hold his or her assets.

Executive Compensation – Compensation Discussion and Analysis

This section describes the Company's approach to its compensation programs, policies, and practices for the Company's CEO who acted in such capacity for any part of the most recently completed financial year, the Company's Chief Financial Officer ("CFO") who acted in such capacity for any part of the most recently completed financial year, the next three most highly compensated executive officers of the Company or any of its subsidiaries as at December 31, 2024 whose total compensation was, individually, more than \$150,000, and each individual who would be one of such three most highly compensated executive officers of the Company or any of its subsidiaries but for the fact that such individual was not an executive officer of the Company or any of its subsidiaries or acting in a similar capacity as at December 31, 2024 (collectively, the "Named Executive Officers" or "NEOs").

Overview of Named Executive Officers

The Company's NEOs in respect of the financial year ending December 31, 2024 are as follows:

- Donald B. Kayne, former President and CEO;
- Patrick Elliott, CFO and former Senior Vice President, Sustainability (now CFO and Corporate Secretary);
- Stephen Mackie, former Executive Vice President, North American Operations (now Chief Operating Officer);
- David Calabrigo, former Senior Vice President, Corporate Development, Legal Affairs and Corporate Secretary; and
- Kevin Pankratz, Senior Vice President, Sales and Marketing.

Ms. Yurkovich became President and CEO of the Company on January 1, 2025 following the retirement of Mr. Kayne as a Director and officer of the Company as of the end of the day on December 31, 2024. Effective as of January 1, 2025, Mr. Elliott, who previously served as Senior Vice President, Sustainability, was appointed Corporate Secretary, following Mr. Calabrigo's retirement as Senior Vice President, Corporate Development, Legal Affairs and Corporate Secretary effective as of the end of the day on December 31, 2024.

Compensation Philosophy and Principles

The Company's executive compensation philosophy is designed to provide the NEOs with base salary (fixed) and short-term incentive programs (performance-based) in the proportions that the Company believes will achieve its fundamental compensation guiding principles as described below, which are to:

- enable the Company to attract and retain talented and engaged employees needed to define and lead the business;
- align the financial interest of the NEOs with the long-term interest of the Common Shareholders;
- integrate a pay-for-performance approach where compensation is closely linked with achieving both business and performance objectives;
- balance risk and compensation with sound management principles to align with the interests of the Common Shareholders; and
- reward behaviors which align the Company's values with the support of its customers.

The Company reviewed its compensation philosophy for 2024 to position base salary at market median and to align total cash compensation (sum of base salary and short-term incentives) between the 50th and the 75th percentiles against its peers to help encourage superior performance (an increase from the 50th percentile applicable in 2023) and to account for the absence of a long-term incentive plan in the Company's executive compensation program. The Company's compensation market of reference is described below.

The Board regularly considers whether or not to hold an advisory "say on pay" vote at its annual general meeting of Common Shareholders on the Company's approach to executive compensation and has determined not to hold such a vote at the Meeting. The Board believes that its executive compensation policies as discussed in this Information Circular provide strong and appropriate performance incentives, provide adequate mitigation protections and are unequivocally preferable to equity-based compensation programs used by the Company in the past.

Compensation Programs and Practices

The Company's compensation programs have been structured to establish a clear relationship between pay and performance by providing, in particular, a limited portion of base salary and higher compensation for outstanding performance and less compensation when performance expectations are not met, while also reflecting financial risk and strategic and operational objectives.

In January 2021, the Company adopted the Executive Short-Term Incentive Plan (the "Exec-STIP"). The Exec-STIP is intended to provide a link between the Company's financial performance and executive variable compensation and better align payments under the Exec-STIP with the interests of the Common Shareholders. For the NEOs, a significant portion of their target total cash compensation is at risk, which creates a strong pay-for-performance relationship.

The Board, through the Joint Management Resources and Compensation Committee (the "MRCC"), retains the discretion to award compensation to senior executives, including the NEOs, even when performance goals or targets are not achieved. In making such awards, the MRCC will consider several factors, including the recommendation of the CEO, the financial condition of the Company, the performance of the individual being considered for the award, the state of the markets generally and any other factors the MRCC considers relevant. However, discretionary awards will only be granted by the MRCC to individuals who have shown exemplary or outstanding performance beyond normal job performance. In 2024, there were no discretionary payments awarded to NEOs of the Company.

Every year, the Company undertakes back-testing analysis for the compensation of the NEOs and other senior management to assess the alignment of variable compensation and performance. The MRCC reserves the right to make changes to its compensation programs, if it is of the view that it would be necessary to achieve the Company's compensation objectives. In years where there are plan design changes, payout scenario analyses are conducted for various performance outcomes. In 2024, the MRCC engaged Meridian Compensation Partners Ltd. ("Meridian") to review the Company's executive variable pay programs to determine competitive alignment against its peers.

The Company also maintains the Canfor Salaried Incentive Plan, which is a short-term incentive plan for salaried employees. None of the Company's NEOs participate in this plan.

Establishing Market Competitive Pay Levels

An important element of the Company's compensation programs is to provide the NEOs with compensation packages that are competitive with the compensation offered to executives in comparable positions in companies of similar size operating in similar geographies in order to attract dynamic and innovative executives to lead its strategic initiatives. As such, the MRCC utilizes and relies significantly on a competitive market analysis when determining the size, components and mix of the NEOs' compensation packages.

The MRCC periodically engages the services of an independent consulting firm to provide advice and counsel on executive compensation matters, such as base salary and incentive programs, all as described further below. Beginning in 2022, Willis Towers Watson ("WTW") has provided such advice to the MRCC and has assisted the MRCC in reviewing the Company's market peer groups and in comparing the compensation of the CEO and other NEOs against that market of reference.

For 2024 and 2023, the primary sources for market information were two peer group datasets compiled by WTW, including: a) a "proxy" peer group comprised of fifteen (15) publicly traded companies of similar financial scope, industry and operational footprint, and b) a general industry "survey" peer group composed of companies of similar size as measured by revenue, market capitalization, assets, and levels of capital reinvestment. The "proxy" peer group membership included ADENTRA Inc., B2Gold Corp., Boise Cascade Company, Cascades Inc., Clearwater Paper Corporation, Finning International Inc., Interfor Corporation, Louisiana-Pacific Corporation, Mercer International Inc., Methanex Corporation, Potlatch Deltic Corporation, Stella-Jones Inc., Toromont Industries Ltd., Universal Forest Products Inc. and West Fraser Timber Co. Ltd. As for the "survey" peer group, the market data was extracted from WTW's General Industry Executive Compensation Survey based on organizations of comparable size (revenue) and relevant industries (e.g., forest and paper products manufacturing, and commodity cyclical or capital-intensive industries).

For 2024, the Company paid Meridian \$26,095 for advisory services pertaining specifically to reviewing the Company's executive incentive programs. For 2023 and 2022, the Company paid WTW \$43,091.07 and \$48,310.50, respectively, for executive compensation consulting fees in respect of reviewing the compensation of the NEOs of each of the Company and Canfor Pulp.

Elements of Compensation

Base salary and the Exec-STIP are the two principal components of the Company's executive compensation program, designed to closely link the compensation of the Company's NEOs and other senior executives with the performance of the Company and its subsidiaries. As noted above, the MRCC previously retained advisors, to benchmark the compensation of the Company's senior executives, including the CEO and the other NEOs against the market.

The Company also provides the NEOs with certain other benefits including retirement plans, the ability to participate in the Employee Purchase Plan (as defined below under "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Employee Share Purchase Plan"), and other group benefits that are generally available to all other eligible employees.

In reviewing the executive compensation, the MRCC considers competitive market intelligence for executive compensation-related matters in respect of executive talent. In addition to market data, the MRCC considers other factors such as the Company and individual performance, the scope of the role, the responsibility associated with the role and the length of time in the role.

Base Salary

Base salary reflects each executive's level of responsibility, capabilities and experience in the context of their role compared to market. It is provided in cash each pay period and is intended to be competitive in order to attract and retain key executives. The Company reviews base salaries on an annual basis, and generally provides increases based on guidelines that are the result of market data. Base salaries are also adjusted when there is a material change in the compensation levels of comparable roles in the Company's peer group(s), including the peer groups previously compiled by WTW. The MRCC has sole responsibility for making recommendations to the Board in relation to the compensation of the CEO.

Performance-Based Awards

(A) Exec-STIP

The purpose of the Exec-STIP is to reward all senior executives, including NEOs, who have significant management and decision-making responsibilities, by providing cash-based compensation intended to align their interests with those of the Common Shareholders. The Exec-STIP seeks to reinforce short-term business results within a performance period of one year from January 1st to December 31st, and to reward the achievement of short-term objectives determined in advance of such performance period and aligned to both strategic and individual performance objectives.

The Exec-STIP has the following objectives:

- attract, motivate and foster retention for participants of outstanding ability;

- encourage participants to effectively balance short-term and long-term objectives;
- maintain the Company as a market leader in safety, sustainability and people; and
- advance the Company by encouraging a strong focus on strategy execution that leads to new value creation and return on invested capital.

The Exec-STIP award formula is based on four elements (Base Salary, Incentive Target, the Business Component and Individual Performance), which are collectively considered the performance drivers, expressed as a percentage of base salary earnings, where the actual payouts will depend on the results achieved at the end of the calendar year.

The Exec-STIP is calculated as follows:

$$\text{Base Salary Earnings} \times \text{Incentive Target} \times \left(\frac{\text{Financial} + \text{Safety} + \text{Strategy Execution}}{\text{subcomponents}} \right) \times \text{Individual Performance}$$

The Incentive Target is 100% of base salary earnings for the CEO and all first level executives, which includes all of the Company's other NEOs.

The three other business-related subcomponents, namely "Financial," "Safety" and "Strategy Execution" (collectively, the "Business Component"), are additive. By design, the cumulative score for these three components is capped at 100% of the Incentive Target and consequently shifts any above-target payout opportunity towards individual contributions calculated under the "Individual Performance" factor. Under the Exec-STIP, the Financial performance subcomponent is based on a three-year weighted average Return on Invested Capital ("ROIC") result, which is weighted as follows: 50% in respect of the most recent performance year, and 25% in respect of each of the two performance years immediately preceding the most recent performance year. Safety performance is based on the Company's Total Recordable Injury Frequency, which is measured based on how often injuries occur in a workplace, following occupational health and safety standards for recording injuries. Strategy Execution incorporates progress against certain key strategic priorities such as Value Creation, Environment, Social and Governance ("ESG"), People and Culture, Customer Experience and Digital Transformation.

Under the Individual Performance factor, participants are assessed based on a performance rating matrix to result in an individual performance score. This score is then used to determine the multiple, ranging from a minimum of 0.8 up to a maximum of 2.0, to be multiplied in the calculation above. The participant must also meet the minimum performance rating threshold in such performance rating matrix to be eligible for any payout under the Exec-STIP.

In 2024, on the Business Component, the Company determined that it achieved its Safety and Strategy Execution goals. However, the Financial goal was not met due to a below-threshold ROIC result, resulting in a score of zero for the Financial subcomponent. The combination of these sub-components resulted in an overall cumulative score of 40% of target for the Exec-STIP scorecard before the application of the Individual Performance factor.

(B) Discretionary Awards

The MRCC also has the ability to grant discretionary cash awards, on the recommendation of the CEO, to individuals who have exemplified superior or exceptional performance during the year.

No discretionary awards were distributed for the 2024, 2023 or 2022 performance years.

Employee Share Purchase Plan

The Company has an employee share purchase plan (the "Employee Purchase Plan") for employees of the Company's wholly owned subsidiary, Canadian Forest Products Ltd. ("CFP"), including the NEOs. The Employee Purchase Plan was approved by the shareholders of the Company by special resolution on April 20, 1999. The Employee Purchase Plan is an employee profit sharing plan in accordance with section 144 of the *Income Tax Act* (Canada).

The purpose of the Employee Purchase Plan is to develop an interest by the employees of CFP in the growth and development of the Company by providing them with the opportunity to participate in the ownership of the Company through the purchase of its outstanding Common Shares. All regular employees of CFP are eligible to participate in the Employee Purchase Plan upon completion of one year of employment with CFP. Enrolment in the Employee Purchase Plan is voluntary. Each participating employee is entitled to contribute as a basic contribution a minimum of 1% and a maximum of 5% of his or her basic wages or salary to the Employee Purchase Plan and may make a supplementary contribution of up to an additional 5% of such wages or salary.

All Common Shares purchased under the Employee Purchase Plan are outstanding shares purchased in the market or by private purchase by the trustee appointed from time to time for the Employee Purchase Plan (the "Trustee").

No Common Shares will be issued from treasury under the Employee Purchase Plan. All cash dividends received by the Trustee in respect of Common Shares held in the Employee Purchase Plan will be reinvested by the Trustee in additional Common Shares.

Joint Management Resources and Compensation Committee

Mandate

The Board of Directors has the final authority to approve the recommendations of the MRCC regarding the compensation of the executives of the Company. The mandate of the MRCC consists of submitting for approval to the Board of Directors its recommendations of the compensation levels for senior executives including the NEOs.

Other responsibilities of the MRCC's mandate include the nomination of the executive officers upon recommendation of the CEO, reviewing the performance assessment of the senior executives, monitoring succession planning and retaining consulting services of outside experts to advise on executive compensation matters.

The MRCC monitors and assesses the performance of the NEOs and determines compensation levels on an annual basis. In its assessment of the annual compensation of the NEOs, the MRCC takes into consideration the median compensation paid by other Canadian companies of comparable size and the absolute and relative performance of the Company relative to such other companies. In addition, the MRCC takes into account other relevant factors such as pension and benefits costs. For more information on the MRCC, see "Board Committees – Joint Management Resources and Compensation Committee" below.

Composition

All members of the MRCC as at the date of this Information Circular have had experience in compensation matters either as members of compensation committees of other public companies and/or from having served as senior executives with significant responsibility for or involvement in compensation matters, including as follows:

- Mr. Ross was previously Chair of the compensation committees of Rogers Sugar Inc. and Lantic Inc.;
- Mr. Smith was formerly on the compensation committee for K-Bro Linen Inc. and the compensation committee for the Board of Governors of University of British Columbia and on the National Management Committee with KPMG, which included the responsibility for compensation and benefit plans for the partners of KPMG;
- Mr. Stinson was formerly the CEO of Canadian Pacific Ltd. and as such had responsibility for compensation policies and programs for that company and also served on the compensation committee of Canfor Pulp;
- Mr. Barrington-Foote, the Chair of the MRCC, is the President of The Jim Pattison Group which runs a diversified group of companies, through which Mr. Barrington-Foote has obtained extensive and varied experience in addressing compensation matters in relation to companies within the group; and
- Mr. Stimpson was formerly President of Southern Pine and currently serves as Chairman of the Compensation Committee of Infirmity Health, the largest non-governmental healthcare system in Alabama, and as such obtained experience in addressing compensation matters.

Messrs. Barrington-Foote, Ross and Smith were also members of the Audit Committee of the Company in 2024. Messrs. Stinson and Ross are members of the Joint Capital Expenditure Committee.

As discussed further below under "Board/Committee Assessments of Effectiveness and Renewal – Board Renewal", pursuant to the Company's Board Renewal Policy (as defined below), Messrs. Pinette, Smith and Stinson will retire from the Board as at the date of the Meeting and will not be eligible for re-election.

Compensation Governance

In order to ensure compensation oversight and risk management are closely aligned, there are overlapping membership on both the MRCC and the Audit Committees, namely through Messrs. Barrington-Foote, Ross and Smith as at the date hereof. These Committees review the Company's compensation policies and practices to ensure that they do not encourage any NEO or other members of senior management to take inappropriate or excessive risks or otherwise give rise to risks that would reasonably be likely to have a material adverse effect on the Company.

No Director of the Company or member of senior management, including any Named Executive Officer, is permitted to purchase financial instruments for hedging purposes related to compensation, including to offset decreases in the market value of the Company's securities.

During the 2024 financial year, the MRCC held six (6) in camera sessions without members of management present at which the MRCC discussed, among other things, the compensation of the President and CEO and the other NEOs.

The following table summarizes the respective roles of the MRCC and management with regards to compensation decisions:

Compensation Decisions	MRCC	Management
Philosophy and policy	▪ Work with management to develop compensation philosophy, principles and programs. ▪ Review, approve and adopt the compensation philosophy, principles and programs.	▪ Develop, recommend & implement compensation philosophy, principles and programs. ▪ Monitor actual practice to ensure consistency with compensation philosophy, principles and programs.
Performance-based plan design (Exec-STIP)	▪ Review, approve and adopt plan objectives, plan type, eligibility and other provisions such as change of control, death, disability, termination with/without cause, resignation, etc.	▪ Work with MRCC to develop performance-based plan design. ▪ Implement performance-based plan design.
Performance targets	▪ Review, approve & adopt the Company's performance targets. ▪ Receive and review business unit performance targets.	▪ CEO recommends the Company's performance targets for Board approval. ▪ CEO cross-calibrates and approves business unit performance targets.
Performance evaluations	▪ Conduct CEO performance assessment. ▪ Receive performance evaluation information for succession planning purposes.	▪ Conduct performance evaluations for direct reports and inform the MRCC for succession planning purposes.
Individual salary increases and incentive awards	▪ Approve base salary & performance-based compensation for NEOs.	▪ CEO recommends base salary & performance-based compensation for the NEOs to the MRCC for approval.

Outstanding Share-Based Awards, Option-Based Awards & Incentive Plan Awards

There were no share- or option-based awards outstanding on December 31, 2024 or value vested or earned in respect thereof during the financial year ended December 31, 2024. All non-equity incentive plan compensation awards and the value of such awards earned during the fiscal year ended December 31, 2024 for each NEO are set out in the Summary Compensation Table below.

Securities Authorized for Issuance Under Equity Compensation Plans

There are no compensation plans of the Company under which equity securities of the Company are authorized for issuance and the Company has no securities to be issued upon exercise of outstanding options, warrants and rights as of December 31, 2024. The Company does not currently plan to grant further stock options and has not granted options since 2002. Accordingly, option grants are not considered as part of the determination of compensation for the NEOs.

Share Trading Policy

The share trading policy of the Company provides that the NEOs shall trade in the Company's shares only within predetermined trading periods and shall not trade in the Company's shares if they are aware of undisclosed material information. Executives are also instructed to obtain the approval of the Company before trading in the Company's securities in all circumstances.

Summary Compensation Table

The following table sets out all the compensation earned by the NEOs for services rendered in all capacities to the Company and its subsidiaries during the fiscal years ended December 31, 2024, 2023 and 2022:

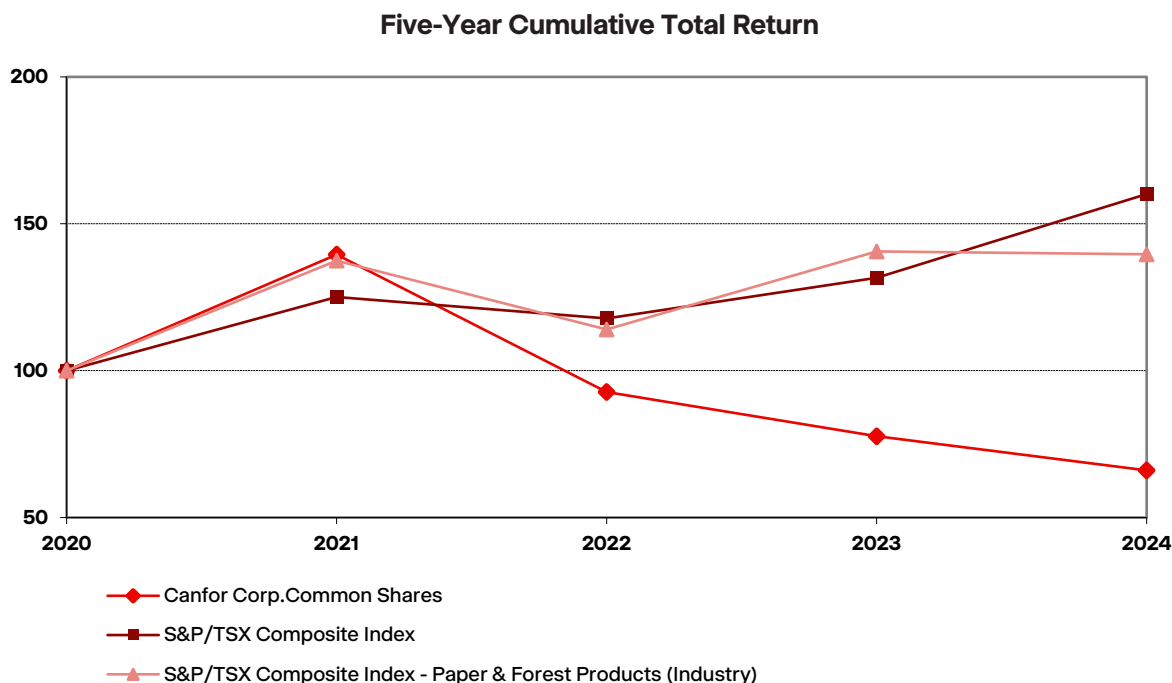
NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	SHARE-BASED AWARD (\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		PENSION VALUE (\$)	ALL OTHER COMPENSATION (\$) ^[1,2]	TOTAL COMPENSATION (\$)
					Annual Incentive Plans ^[3]	Long-Term Incentive Plans			
Don B. Kayne ^[4]	2024	1,200,000	-	-	912,000	-	1,249,00	45,556	3,406,556
Former President	2023	850,000	-	-	1,286,90	-	0129,000	38,541	2,304,441
and Chief Executive Officer	2022	850,000	-	-	0	-	147,000	46,036	2,658,036
					1,615,000				
Patrick Elliott ^[5]	2024	549,999	-	-	418,000	-	66,000	68,171	1,102,170
Chief Financial Officer and former Senior Vice President, Sustainability (now Chief Financial Officer and Corporate Secretary)	2023	550,000	-	-	749,430	-	275,000	58,213	1,632,643
	2022	499,999	-	-	1,000,00	-	398,000	53,217	1,951,216
					0				
Stephen Mackie ^[6]	2024	590,769	-	-	449,667	-	174,097	99,763	1,314,296
Former Executive Vice President, North American Operations (now Chief Operating Officer)	2023	575,000	-	-	783,495	-	168,750	67,966	1,595,211
	2022	550,000	-	-	1,100,00	-	415,514	102,416	2,167,930
					0				
David Calabrigo ^[7]	2024	524,999	-	-	399,000	-	112,000	27,313	1,063,312
Former Senior Vice President, Corporate Development, Legal Affairs & Corporate Secretary	2023	525,000	-	-	715,365	-	135,000	22,185	1,397,550
	2022	500,000	-	-	1,000,00	-	103,000	38,263	1,641,263
					0				
Kevin Pankratz	2024	505,000	-	-	383,800	-	95,000	41,048	1,024,848
Senior Vice President, Sales and Marketing	2023	505,000	-	-	611,656	-	153,000	37,944	1,307,600
	2022	480,000	-	-	960,000	-	91,000	44,761	1,575,761

Notes:

- ¹ The aggregate amount of compensation by way of perquisites or other personal benefits or property under this column paid to the Named Executive Officers does not exceed the lesser of \$50,000 or 10% of the total annual salary for the applicable financial year. The Company's perquisite plan for senior officers includes, but is not limited to, automobile lease, financial and tax planning, home security and maintenance services, and club membership. The maximum annual amount available under the perquisite plan to the CEO is \$45,000 and to Senior Vice Presidents or Executive Vice Presidents is \$40,000.
- ² For all Named Executive Officers, these amounts may also include flexible benefit cash allocations, medical and life insurance benefits and other items not included in the perquisite plan.
- ³ These amounts include amounts paid under the Exec-STIP, as discussed in this Information Circular (see "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation" above).
- ⁴ As a Director who was also a member of the management of the Company, Mr. Kayne did not receive Director's or committee fees. Effective as of the end of the day on December 31, 2024, Mr. Kayne ceased to be a Director, President and CEO of the Company but will continue to act as an advisor to the Company through 2025. Effective January 1, 2025, Ms. Yurkovich was appointed a Director, President and CEO of the Company and does not receive Director's or committee fees.
- ⁵ Mr. Elliott ceased to hold the office of Senior Vice President, Sustainability on December 31, 2024 and was appointed Corporate Secretary of the Company on January 1, 2025.
- ⁶ Mr. Mackie was appointed Chief Operating Officer of the Company on January 1, 2025.
- ⁷ Mr. Calabrigo retired from the Company and therefore ceased to be an officer of the Company effective as of the end of the day on December 31, 2024.

Performance Graph

The following graph compares the total cumulative shareholder return for \$100 invested in Common Shares of the Company on January 1, 2020 with the cumulative total shareholder return of the S&P/TSX Composite Index and S&P/TSX Composite Index - Paper & Forest Products (Industry) for the five most recently completed financial years.



	2020	2021	2022	2023	2024
Canfor Common Shares	100	140	93	78	66
S&P/TSX Composite Index	100	125	118	132	160
S&P/TSX Composite Index - Paper & Forest Products (Industry)	100	137	114	141	140

In 2024, the Company's Common Shares were outperformed by the S&P/TSX Composite Index and the S&P/TSX Composite Index - Paper & Forest Products (Industry). Compensation of employees including the Named Executive Officers is linked to corporate performance. In 2024, under the Exec-STIP, the Company's corporate performance was assessed by financial and non-financial performance measures (see "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Performance-Based Awards" above). Prior to 2021, the Company's corporate performance was determined based on ROIC. For more information on the ROIC, see the Company's Information Circular dated March 23, 2021, which can be found on the Company's profile on SEDAR+ at www.sedarplus.ca, under "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Senior Executive Performance Bonus Plan (PBP)" which is incorporated by reference herein. The Company's compensation to its Named Executive Officers described above has followed the trend reflected in the graph above.

Pension Plan Benefits

Defined Benefit Plan

The Company's accrued pension liability is calculated following the method prescribed by the Canadian Institute of Actuaries and is based on management's best estimate of future events that affect pension liabilities, including assumptions about future salary adjustments and incentives. Changes in accrued pension liabilities for the Named Executive Officers are summarized in the following table.

Other than Mr. Mackie, the Named Executive Officers are members of the Company's Canadian defined benefit pension plans, which provide retirement benefits determined primarily by: (i) highest average pensionable earnings

which includes regular salary over five years; and (ii) years of credited service. Mr. Mackie is a member of the Company's defined contribution plan.

The estimated annual benefits payable upon retirement to the Named Executive Officers under the Company's defined benefit pension plans are in accordance with the following table:

NAME AND POSITION	Number of years credited service (#)	ANNUAL BENEFITS PAYABLE (\$)		Opening present value of defined benefit obligation (\$) ^[3]	Compensatory change (\$) ^[4]	Non-compensatory change (\$) ^[5]	Closing present value of defined benefit obligation (\$) ^[6]
		At year end ^[1]	At age 65 ^[2]				
Don B. Kayne ^[7] Former President and Chief Executive Officer	44.50	\$825,300	\$825,300	\$9,400,000	\$1,249,000	(\$165,000)	\$10,484,000
Patrick Elliott ^[8] Chief Financial Officer and former Senior Vice President, Sustainability (now Chief Financial Officer and Corporate Secretary)	22.58	\$221,100	\$339,200	\$2,634,000	\$66,000	\$126,000	\$2,826,000
David Calabrigo ^[9] Former Senior Vice President, Corporate Development, Legal Affairs & Corporate Secretary	24.00	\$220,700	\$220,700	\$2,911,000	\$112,000	\$36,000	\$3,059,000
Kevin Pankratz Senior Vice President, Sales and Marketing	18.59	\$176,400	\$236,500	\$2,216,000	\$95,000	\$56,000	\$2,367,000

Notes:

- ¹ Annual lifetime benefit accrued as of December 31, 2024 based on credited service and actual pensionable earnings on December 31, 2024.
- ² Annual lifetime benefit payable at age 65 based on credited service projected to age 65 and actual pensionable earnings on December 31, 2024.
- ³ As of the plan measurement date at the end of the prior year (December 31, 2023), using assumptions as of December 31, 2023 selected by the Company for the 2023 year-end disclosures under international accounting standards.
- ⁴ The compensatory change includes the service cost, plus the impact of actual 2024 pensionable earnings that differ from the estimated earnings.
- ⁵ The non-compensatory change includes interest on the obligation, changes in assumptions and employee contributions to the flexible pension option.
- ⁶ As of the plan measurement date at the end of the year (December 31, 2024), using assumptions as of December 31, 2024 selected by the Company for the 2024 year-end disclosures under international accounting standards.
- ⁷ Effective as of the end of the day on December 31, 2024, Mr. Kayne ceased to be a Director, President and CEO of the Company but will continue to act as an advisor to the Company through 2025.
- ⁸ Mr. Elliott ceased to hold the office of Senior Vice President, Sustainability on December 31, 2024 and was appointed Corporate Secretary of the Company on January 1, 2025.
- ⁹ Mr. Calabrigo retired from the Company and therefore ceased to be an officer of the Company effective as of the end of the day on December 31, 2024.

Defined Contribution Plan

The Company provides defined contribution pension benefits to one of its Named Executive Officers. The Company contributes up to a maximum amount of 12% of pensionable earnings.

Compensatory amounts consist of the Company's pension contribution, interest credited on deferred balances at the average rate of return of the two balanced funds in the defined contribution plan fund line-up or the money market fund, whichever is greater and unused perquisite amounts for the year. Non-compensatory amounts include the Named Executive Officer's contributions and investment earnings or losses for the year.

The Board, upon recommendation from the MRCC, agreed to a special pension arrangement for Mr. Mackie. Under this arrangement, he will receive an additional 3% special ongoing contribution on his pensionable earnings annually. These earnings include 75% of his annual incentive payment, up to the incentive's target amount. These pension

improvements became fully vested as of January 1, 2023. However, they are payable only in the event of a voluntary termination of employment from the Company on or after reaching the age of 55 or in the event of an involuntary termination without cause.

Information on the Company's contributions and accumulated value for Mr. Mackie as a member of the defined contribution plan is as follows:

NAME AND POSITION	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Non-Compensatory (\$)	Accumulated Value at Year End (\$) ^[1]
Stephen Mackie Former Executive Vice President, North American Operations (now Chief Operating Officer)	\$2,942,857	\$174,097	\$683,394	\$3,800,348

Note:

¹ Includes all special ongoing contributions (see the Company's Information Circular dated March 23, 2021, which can be found on the Company's profile on SEDAR+ at www.sedarplus.ca) plus associated interest.

Change of Control Agreements

In 2000, the Company entered into change of control agreements with certain senior executives, including Messrs. Kayne and Calabrigo who are Named Executive Officers, as described above. Effective as of the end of the day on December 31, 2024, Messrs. Kayne and Calabrigo retired from their employment with the Company. As a result, their respective change of control agreements were not triggered and all change of control agreements have now been terminated as a result of the relevant senior executives ceasing employment with the Company.

DIRECTOR COMPENSATION

Compensation of Directors/Attendance Fees

Annual Director compensation for Board and Committee meetings for the year ended December 31, 2024 is summarized in the table below.

Effective January 1, 2021, the Board determined to reset annual Director compensation for the Board and Committees as summarized in the table below. Under this compensation structure, which was also applicable in 2024, there were no meeting fees payable to Directors.

New Annual Director Compensation Structure

	Fees
Annual Board Chair retainer	\$130,000
Annual Board retainer	\$120,000
Annual Committee Chair retainer (Audit)	\$20,000
Annual Committee Chair retainer (Joint Capital Expenditure)	\$5,000
Annual Committee Chair retainer (Other Committees)	\$10,000

To the extent that any additional Board committees are struck as may be necessary from time to time, on an *ad hoc* basis, fees relating to such committee memberships are determined by the Board.

As in prior years, the Company and Canfor Pulp paid fees to each of their representatives on the Joint Capital Expenditure Committee except where such representative sat on both the Canfor Pulp Board and the Company Board, in which case then the fee was split 50/50 between the two companies.

Effective January 1, 2002, the Company instituted a non-employee Director DSU plan (the "2002 Non-Employee Director DSU Plan"). Until July 2011, each non-employee Director of the Company received 2,500 DSUs annually in accordance with the 2002 Non-Employee Director DSU Plan. A DSU under this plan is a notational entry having the same value as one Common Share of the Company but is not paid out until such time as the Director leaves the Board, thereby providing the financial equivalent of an ongoing equity stake in the Company throughout the Director's period of Board service. Payment in respect of DSUs may be made in cash or Common Shares of the Company purchased on the open market or both. The 2002 Non-Employee Director DSU Plan provided that

Directors holding DSUs are credited with additional units reflecting an equivalent value to dividends paid from time to time in respect of the Company's Common Shares and also allowed for the adjustment to the outstanding DSUs held by the Directors which are appropriate to reflect any significant reorganizations or other corporate changes affecting the Company's Common Shares. As of December 31, 2024, the accrual in respect of the DSUs currently outstanding to Board members was \$491,975.00. Effective July 27, 2011, the Board determined not to issue any further DSUs to Directors under the 2002 Non-Employee Director DSU Plan.

Directors' Share Ownership Expectations

The Board is currently reviewing its guidelines on shareholding expectations for each of its Directors, other than Directors who are members of management of the Company. Under the current guidelines, each Director is expected to own 10,000 Common Shares of the Company or the equal amount of the annual Director's fees that each Director receives, and the Directors have a period of three years in which to achieve the guidelines. DSUs are included in the current ownership guidelines. These guidelines may be waived or deferred by the Board as it may determine to be appropriate.

Directors' Compensation Summary for 2024

The following table summarizes the amount of Directors' fees payable to Directors for the fiscal year ending December 31, 2024 (as discussed under "Director Compensation - Compensation of Directors/Attendance Fees" above).

Name	Retainer			Total Payable ^{(1) (4) (5)}
	Board \$	Board Chair \$	Committee Chair \$	\$
John R. Baird	120,000	130,000	N/A	250,000
Ryan Barrington-Foote ⁽²⁾	120,000	N/A	10,000	155,000
Glen D. Clark	120,000	N/A	N/A	120,000
Dieter Jentsch	120,000	N/A	N/A	120,000
Donald Kayne ⁽³⁾	NIL	NIL	NIL	NIL
Conrad A. Pinette	120,000	N/A	N/A	120,000
Dallas H. Ross	120,000	N/A	5,000	180,000
Ross S. Smith	120,000	N/A	20,000	165,000
William Stinson	120,000	N/A	5,000	125,000
Dianne L. Watts	120,000	N/A	10,000	130,000
Frederick T. Stimpson	120,000	N/A	N/A	120,000
Sandra Stuart	120,000	N/A	N/A	120,000
Santhe Dahl	120,000	N/A	N/A	120,000
Susan Yurkovich ⁽³⁾	NIL	NIL	NIL	NIL

(1) Before deduction of applicable taxes.

(2) All Director's retainers and attendance fees for Mr. Barrington-Foote were paid to GPCC (see "Management Agreement" below).

(3) As a Director and a member of the management of the Company prior to his resignation as at December 31, 2024, Mr. Kayne did not receive Director's or committee fees. Ms. Yurkovich, as a Director and member of management of the Company effective as of January 1, 2025, will also not receive Director's or committee fees effective as of such date.

(4) Other than the retainer and attendance fees set out herein and the DSUs previously granted under the 2002 Non-Employee Director DSU Plan, Directors do not receive any share-based awards, option-based awards or non-equity incentive plan compensation as compensation for their services as Directors.

(5) To the extent applicable, includes any fees payable in respect of any additional Board committees that are struck as may be necessary from time to time, on an ad hoc basis.

Summary of Regular Board/Committee Meetings Held

For the 12-month period ended December 31, 2024

Board	8
Audit	7
Joint Governance and Sustainability	3
Joint Environmental, Health and Safety	4
Joint Capital Expenditure	5

Indebtedness of Directors, Executive Officers and Senior Officers

During the most recently completed financial year and as at the date of this Information Circular, other than as set forth herein, there was no indebtedness, other than routine indebtedness, outstanding to the Company or any of its subsidiaries, or to another entity of which indebtedness the Company or any of its subsidiaries has provided a guarantee, support agreement, letter of credit or other similar arrangement or understanding, owed by any current and/or former officers, Directors and employees of the Company and its subsidiaries. The Company provided a non-interest-bearing loan in 2019 to one of its Named Executive Officers, for home relocation purposes in the aggregate principal amount of \$500,000. This loan is to be forgiven over eight annual instalments, and the balance repayable on demand on the cessation of his employment for any reason.

Management Agreement

The Company is a party to a services agreement with Great Pacific Capital Corp. ("GPCC"), a company wholly owned by James Pattison, the largest shareholder of the Company. Pursuant to this agreement, GPCC provides to the Company, on its request, the services of certain of its senior officers, the use by Company personnel of certain premises and other assets of GPCC and its affiliates and administrative assistance and advisory support in respect of various corporate functions. In the year ended December 31, 2024, these services were provided at market rates for a total of \$3,675,000. In addition to the services provided under the services agreement, the Company arranges for certain other lease and insurance services through other companies owned by The Jim Pattison Group, all of which are wholly owned by Mr. Pattison.

All Director's retainers and attendance fees for senior officers of GPCC or its affiliates in The Jim Pattison Group acting as Directors of the Company are paid to GPCC, not the individual Directors.

Corporate Governance

Introduction

National Instrument 58-101 *"Disclosure of Corporate Governance Practices"* ("N1 58-101") requires public companies to disclose annually their corporate governance practices, including the constitution and independence of their board of directors, their mandates, roles, responsibilities and membership, and various items dealing with effective corporate governance. The following disclosure describes the Company's current corporate governance practices.

Board Responsibilities

Under a set of Governance Principles and a Code of Conduct adopted by the Board, the Board has explicitly acknowledged its responsibility for the stewardship of the Company, including the supervision of the management of its affairs and business. The basic objective of the Board is to ensure that shareholder value is preserved and maximized over the longer term and that the highest ethical standards are maintained throughout the Company's operations. In pursuing this objective, consideration is given to the interests of other stakeholders and to balancing gain against risk in order to ensure the financial viability of the business of the Company. Under the Governance Principles and the Code of Conduct, the Board (directly or through its Committees) has expressly assumed responsibility in the areas listed below, among others.

Culture of Integrity

The Board has assumed responsibility for satisfying itself, to the extent practical, as to the integrity of the CEO and the other executive officers of the Company and that those officers work to create a culture of integrity throughout the Company. The Governance Principles and Code of Conduct are designed to assist the Board in defining and maintaining appropriate standards of integrity throughout the organization (see also "Ethical Business Conduct" below).

Strategic Planning

The Board participates in the strategic planning process by reviewing, evaluating and providing input to management's strategic plan. The Board generally sets aside at least one meeting per year to review and comment on management's strategic plan. This allows the Directors to gain a better appreciation of management's strategic planning priorities. However, the Board is updated on the Company's strategic plan throughout the year and also provides comments and input at those times.

Risk Management

Risk management is a primary responsibility of the CEO and includes the identification and management of the principal risks of the Company's business. Regular reports on risk issues are made to the Audit Committee and management conducts an annual corporate risk assessment. In its deliberations, the Board considers the principal risks of the Company's business and satisfies itself that management has systems in place to manage those risks. In order to facilitate the management of the Company's business risks, the Board has adopted a risk management controls policy which sets out the responsibilities, reporting and counterparty credit requirements associated with all risk management activities as well as a specific energy risk management policy which sets out principles for managing energy price exposure risks. See "Executive Compensation – Compensation Discussion and Analysis – Compensation Governance" above for a discussion on risk as it relates to compensation issues.

Succession

The MRCC reviews succession planning for the CEO and other key senior executives as well as personal development plans for senior management. The MRCC is provided with regular updates on the succession and development programs from the CEO and reports to the Board on succession planning matters.

Communication Policy and Disclosure Control

The Company has adopted a Corporate Disclosure Policy covering timely dissemination of material information. The policy establishes guidelines relating to how material/sensitive company information is disclosed, responsibilities of officers, avoidance of selective disclosure and blackout periods. The Company also communicates through the dissemination of continuous disclosure materials such as annual and quarterly reports, news releases and the Annual Information Form. The Company maintains and regularly updates its website and conducts briefing sessions and group meetings.

Integrity of Internal and Financial Disclosure Controls

The Board directly and through the Audit Committee reviews and assesses the adequacy and integrity of the Company's internal controls and management and information systems, as well as its disclosure controls and procedures to ensure that financial information for public disclosure is properly recorded, processed, summarized and reported to the Board and the Audit Committee. In addition, through the use of the Company's internal auditors, the Board monitors and assesses internal control mechanisms and functions. The Company has established a Disclosure Committee comprised of senior managers of the Company and Canfor Pulp. The Disclosure Committee reviews and assesses the financial disclosure of the Company and the internal controls and procedures for ensuring that accurate information is being processed. The Disclosure Committee reports its findings to the CEO, CFO and the Audit Committee. The Audit Committee regularly meets with the internal auditor, external auditor and management to review the effectiveness of such controls.

The Board Of Directors

Independence

The Board is currently composed of twelve Directors, a majority of whom are independent, as defined in NI 58-101. The Chairman of the Company, Mr. Baird, is also Chairman of Canfor Pulp and does not exercise any management functions for either the Company or Canfor Pulp. No current independent Director has entered into any contracts with the Company, received remuneration from the Company in excess of Director's compensation or worked for the Company in the last five years. The Board has provided a means whereby individual Directors may engage outside advisors at the expense of the Company in appropriate circumstances. No advisors on behalf of individual Directors were engaged in 2024.

Of the ten individuals proposed as nominees for election as Directors at the Meeting, all are independent as defined in NI 58-101, other than as otherwise set forth in this Information Circular. Ms. Yurkovich is not independent due to her position as the CEO of the Company. Mr. Stimpson is not independent as a result of receiving consulting fees under a consultancy agreement with the Company effective since January 1, 2021. Mr. Barrington-Foote is not independent due to his current position as employee, director or officer of one or more companies owned by James Pattison, the largest shareholder of the Company (see "Voting Shares and Principal Holders Thereof" above). Except for Mr. Barrington-Foote's positions with companies owned by Mr. Pattison, Mr. Barrington-Foote is not considered by the Board to have any material relationship which would reasonably be expected to interfere with the exercise of his independent judgment as Director. This assessment was undertaken by both the Governance and Sustainability Committee (as defined below) and the Board with Mr. Barrington-Foote abstaining from any decision by the Board. Mr. Dahl is not independent as he is currently employed by Vida and is the Chair of Vida, a 77% owned subsidiary of the Company.

Other Directorships

The names of other reporting issuers in respect of which each nominee presently serves as a Director are set out under the "Election of Directors" section of this Information Circular. The names of other reporting issuers in respect of which each Director (other than Directors who are nominees) are as follows: Mr. Pinette is a director of Canfor Pulp and Mr. Stinson is a director of Canfor Pulp and Westshore Terminals Investment Corporation.

The Governance and Sustainability Committee (see "Board Committees – Joint Governance and Sustainability Committee" below) reviews whether the presence of Directors with common outside directorships affects the independence, decision making or functioning of the Board. The Governance and Sustainability Committee also considers these relationships in its assessment of the effectiveness of the Board and overall board composition, as well as the impact of Director's memberships on other public company boards generally.

In 2021, the Board implemented a policy pursuant to which, at any given time, a Director shall not be on the board of directors of more than a total of five public companies, including the Company, without taking into account any directorship in respect of Canfor Pulp. As at the date hereof, each of the Directors is in compliance with the requirements in respect of board memberships under such policy.

Board Meetings

The independent Directors and those Directors who are not members of management, as part of each Board meeting, hold *in-camera* sessions without the presence of the President and CEO and other members of management to discuss issues relating to management and governance of the Company generally. The Board held eight such meetings with such *in-camera* sessions in 2024. The Chairman of the Board meets annually with the President and CEO and Chair of the Governance and Sustainability Committee to discuss the relationship between management and the Board and reports the results of these discussions to the Board.

Attendance Record

The attendance record of each Director nominated for re-election for Board meetings and committee meetings is disclosed under the "Election of Directors" section of this Information Circular. In 2021, the Board implemented a policy pursuant to which each Director must attend, overall, at least 75% of all Board and Committee meetings of which he/she is a member unless such non-attendance is for health reasons. As at the date hereof, each of the Directors is in compliance with the requirements in respect of meeting attendance under such policy.

Chairman

Mr. Baird was appointed Chairman of the Board on April 29, 2021 and is also the Chairman of Canfor Pulp. As discussed under "The Board of Directors – Independence" above, Mr. Baird is considered to be an independent Director. As Chairman, Mr. Baird is responsible for ensuring the effective functioning of the Board, independent of management, and in a manner consistent with the Governance Principles and Code of Conduct, as described under "Ethical Business Conduct – Code of Conduct" below. A written position description of the Chair of the Board is available on the Company's website at canfor.com/company/leadership.

Board Mandate

The Board has adopted a written board mandate entitled "The Board Terms of Reference", which defines the Board's roles and responsibilities. The Board Terms of Reference have been filed on SEDAR+ at sedarplus.ca and on the Company's website at canfor.com/company/leadership.

Position Descriptions

The Board has adopted position descriptions for the Chair of the Board, the Chair of each Board Committee and for the CEO, each of which is available on the Company's website at canfor.com/company/leadership.

Orientation And Continuing Education

Programs for the orientation of new Directors and the ongoing education of existing Directors are the responsibility of the Governance and Sustainability Committee and the Chairman of the Board oversees these programs. New Directors are provided with a Directors Orientation Manual containing details of the Company's organizational structure, terms of reference for the Board and Committees, the Company's Annual Information Form and other relevant materials. Visits to various operations sites of the Company are organized for such members by the Chairman of the Board. The Board receives updates and other information from management relating to changes in law or other matters relevant to the Board.

Ethical Business Conduct

Code of Conduct

As noted above, the Board has adopted a set of Governance Principles and a Code of Conduct. The Governance Principles deal with issues such as the role of the Board and management, functions of the Board, qualifications of Directors, independence and other eligibility requirements of Directors, ethics and conflicts of interest. The Code of Conduct defines the standards and values which the Company expects all of its employees to follow in their dealings with stakeholders and is consistent with the Company's corporate values of integrity, trust, openness and respect for people. The Governance Principles have been filed on SEDAR+ at www.sedarplus.ca and on the Company's website at www.canfor.com/investor-relations/corporate-governance and a copy may be obtained from the Corporate Secretary of the Company.

The CEO of the Company reports to the Governance and Sustainability Committee (as defined below) on her efforts to monitor and promote a culture of integrity consistent with the Code of Conduct which includes meetings and discussions with senior managers and other stakeholders of the Company. A further description of the roles and responsibilities of the Governance and Sustainability Committee is set out under the section "Board Committees" below.

On an annual basis, each Director is required to disclose and the Board reviews all of the Directors' personal or business relationships with the Company in order to allow the Board to determine whether such relationships could reasonably be expected to interfere with the Director's independent judgment, and his or her positions on the Board or any of the Company's committees. If a conflict of interest arises between the Director and the Company, that Director would not participate in the relevant decision.

Nomination Of Directors

The responsibility for the identification of new candidates for Board nomination resides with the Company's Governance and Sustainability Committee.

The Company has adopted a majority voting policy guideline which stipulates that if any nominee director receives a majority "withhold" vote at a shareholders meeting, the Board will accept the resignation of such director unless the Governance and Sustainability Committee determines that there are extraordinary circumstances that should delay the resignation.

The Governance and Sustainability Committee canvasses Board members for their suggestions regarding potential appointees to the Board and identifies and recommends annually to the Board, for its consideration, a short list of proposed nominees for election to the Board. In considering the candidates on the list and in view of the Company's Board Renewal Policy and Diversity Policy (each as defined below), the Governance and Sustainability Committee considers individual backgrounds, skills and expertise, geographic representation, diversity (both in terms of gender, and beyond) and the requirements of the Board in terms of skills, experience and mix (see "Election of Directors", "Board Committees – Joint Governance and Sustainability Committee" and "Board/Committee Assessments of Effectiveness and Renewal" herein).

As at the date hereof, the Governance and Sustainability Committee is composed of four members, all of whom are independent and one of whom is a Director of the Company only. A further description of the responsibility, power and operations of the Governance and Sustainability Committee is set out under the section entitled "Board Committees" below.

Compensation

The process for the determination of the compensation of the Company's Directors and senior officers is overseen by the MRCC with regard to senior officers and by the Governance and Sustainability Committee with regard to Directors. As described under the "Executive Compensation – Compensation Discussion and Analysis" section of this Information Circular, in 2022 and 2023, the MRCC engaged the services of WTW and in 2024, the MRCC engaged the services of Meridian, to assist the MRCC in determining the Company's compensation levels.

The MRCC annually reviews senior officers' compensation, with the assistance of its outside independent consultants, as required, to amend compensation as required to reflect adequate compensation aligned with shareholder interests. The Governance and Sustainability Committee reviews Directors' compensation as required.

As at the date hereof, the MRCC is composed of five members, a majority of whom are independent and four of whom are Directors of the Company only. A description of the responsibilities, powers and operations of the MRCC is set out under the section of this Information Circular entitled "Board Committees" below.

Board Committees

Set out below is a description of the written charters of the five committees of the Board, their mandates and their activities. In order to create efficiencies in the governance and reduce costs, all Committees of the Company, other than the Audit Committee, have as members, one or more directors of Canfor Pulp. These Committees meet jointly to deal with issues that relate to the Company and Canfor Pulp. All Board Committees are composed of a majority of independent members, including the Audit Committee, which, as at the date hereof, is composed of four Directors, three of whom are independent and one of whom has been determined by the Board as appropriate for membership of this committee, as described under "Board Committees – Audit Committee" below.

Effective as of May 9, 2025, the Joint Governance and Sustainability Committee will be renamed the "Joint Governance and Nominating Committee" and the Joint Environmental, Health and Safety Committee will be renamed the "Joint Sustainability, Health and Safety Committee". The Joint Governance and Nominating Committee and the Joint Sustainability, Health and Safety Committee will have the same mandate as the predecessor Committee, except that responsibilities and functions related to sustainability that were previously within the mandate of the Joint Governance and Sustainability Committee will form part of the mandate of Joint Sustainability, Health and Safety Committee, in addition to the pre-existing responsibilities and functions of the Joint Environmental, Health and Safety Committee. Effective as of May 9, 2025, the Terms of Reference for the Joint Governance and Nominating Committee and the Joint Sustainability, Health and Safety Committee will be available on the Company's website at www.canfor.com/investor-relations/corporate-governance.

Any actual or perceived conflicts of interest between the Company and Canfor Pulp are referred to the companies' respective Audit Committees for consideration.

Audit Committee

The overall purpose of the Audit Committee is to oversee the Company's financial reporting process and to review with the Company's external auditors the Company's audited financial statements that are to be submitted to its annual general meeting. The Audit Committee also reviews with management and the external auditors of the Company the impact of significant risks, potential liabilities and uncertainties which may affect the Company, any financial statements that are to be included in a prospectus or take-over bid circular of the Company as required by securities law, as well as certain interim unaudited financial statements and all public disclosure documents containing audited or unaudited earnings information before their release to the public, and reports the results of such reviews and any associated recommendations to the Company's Board. In addition, the Audit Committee makes recommendations to the Board regarding the appointment of independent external auditors, reviews the nature and scope of the annual audit plan presented by the Company's external auditors, and reviews with management the risks inherent in the Company's business and the management of such risks. The Audit Committee also reviews with both external and internal auditors and with management of the Company the adequacy of the internal accounting procedures and systems established by the Company and reviews the Company's annual financing plan, any proposed financings and the method by which the Company measures financial results and performance. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and may retain special legal, accounting or other experts in the performance of its duties. The Audit Committee has regular sessions with the internal auditor and the external auditors (both with and without management) to discuss issues as it deems appropriate and requires management to implement and maintain appropriate internal controls and reviews these controls regularly at Audit Committee meetings. The Audit Committee has implemented controls to pre-approve non-audit work performed by the external auditors.

The Audit Committee also has the responsibility to oversee the administration, financial reporting and investment activities of the Company's defined benefit pension plan. The Audit Committee also has an oversight role with regard to the Company's defined contribution plan and is responsible for reporting to the Board in respect of the actuarial soundness of the plans, the administration of the plans, investment policy, the performance of plan investments and compliance with governing legislation. Where contemplated by the Company's pension plan documents, the Audit Committee may appoint actuaries, auditors, trustees and investment counsel for each plan and seek to ensure that actuarial valuation studies are completed and contain such calculations, recommendations and information as required by applicable legislation or by the Company. The Audit Committee reviews and approves annually a statement of investment policies and procedures for each plan and may, from time to time, recommend to the Board changes to the plans and their administration. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and may retain special legal, accounting or other experts in the performance of its duties.

As at the date hereof, the Audit Committee is composed of four Directors of the Company: Messrs. Smith, Jentsch, Barrington-Foote and Ross, three (a majority) of whom are independent Directors and one of whom, Mr. Barrington-Foote, is non-independent because he is an employee, director or officer of one or more companies wholly owned by James Pattison, the largest shareholder of the Company. As discussed further under "Board/Committee

Assessments of Effectiveness and Renewal – Board Renewal” below, pursuant to the Board Renewal Policy, Mr. Smith will retire from the Board as at the date of the Meeting and will not be eligible for re-election.

In its assessment of the composition of the Audit Committee, the Board determined that Mr. Barrington-Foote was an appropriate member for this committee on the bases that: except for his positions with Mr. Pattison’s companies, he is not considered to otherwise have any material relationships which could reasonably be expected to interfere with the exercise of his independent judgment as a Director; and given his financial literacy and his active, day to day involvement in relevant financial matters and issues, his role on the Audit Committee in 2025 is required in the best interests of the Company.

This assessment of Mr. Barrington-Foote’s inclusion on the Audit Committee was undertaken by both the Board and the Governance and Sustainability Committee, with Mr. Barrington-Foote abstaining from any recommendations or decisions by those bodies.

For further information regarding the Company’s Audit Committee, see the section of the Company’s Annual Information Form dated March 6, 2025, entitled “Audit Committee Information”, which section is incorporated by reference herein and which is available on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca). Upon request by a securityholder of the Company, the Company will promptly provide a copy of such Annual Information Form free of charge.

Joint Governance and Sustainability Committee (the “Governance and Sustainability Committee

The principal role and function of the Governance and Sustainability Committee is to ensure that the Company, through its Board, sustains an effective approach to corporate governance and sustainability, including in respect of climate change. In doing so, the Governance and Sustainability Committee monitors best practices for corporate governance (including the Board’s overall relationship with management), reviews practices and terms of reference to ensure the Company’s compliance with industry standards and applicable laws and regulatory rules and policies and recommends to the Board such changes or additional action as the Governance and Sustainability Committee deems necessary.

The Governance and Sustainability Committee is responsible for overseeing, on behalf of the Board, the development, implementation and monitoring of the Company’s internal policies and operations around the three ESG pillars of a sustainability framework. As such, the Governance and Sustainability Committee receives regular reports from management on its activities on the progress of the Company’s sustainability practices and on developments in the external sustainability environment. The Governance and Sustainability Committee also reviews and approves the Company’s annual sustainability reporting, including the Sustainability Report to be published on April 2, 2025 (the “2024 Sustainability Report”), which is expected to provide disclosures on climate change and other sustainability matters, such as environmental issues, diversity and Indigenous relationships. See the 2024 Sustainability Report, once available, for more information.

The Governance and Sustainability Committee is also responsible for identifying and recommending proposed nominees for election to the Board, recommending the assignment of Directors to committees of the Board and undertaking an annual assessment of the size composition and effectiveness of the Board and the Board committees and their terms. The Governance and Sustainability Committee has also been given responsibility by the Board for overseeing and implementing the Company’s Board Renewal Policy and Diversity Policy (see “Board/Committee Assessments of Effectiveness and Renewal – Board Renewal” and “Board/Committee Assessments of Effectiveness and Renewal – Diversity” below). The list of nominees to the Company’s Board of Directors includes four women of the ten nominees (40% of nominees).

The Governance and Sustainability Committee also develops and periodically reviews compliance with the Board Governance Principles and the Code of Conduct and the resolution of potential or real conflicts of interest and also functions as a forum for concerns of individual Directors about matters that are not readily or easily discussed in a full meeting of the Board. It also annually reviews the adequacy and form of the compensation of the Directors and reports and makes recommendations to the Board accordingly. Further, the Governance and Sustainability Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and may retain special legal, accounting or other experts in the performance of its duties.

As at the date hereof, the Governance and Sustainability Committee is composed of four members, all of whom are independent. Of these four members, one member is a Director only, two members are directors of both the Company and Canfor Pulp and one member is a director of Canfor Pulp only.

Joint Management Resources and Compensation Committee

The Board of Directors has the final authority to approve the recommendations of the MRCC regarding the compensation of the executives of the Company. The mandate of the MRCC consists of submitting for approval to the Board of Directors its recommendations of the compensation levels for senior executives including the NEOs.

Other responsibilities of the mandate include the nomination of the executive officers upon recommendation of the CEO, reviewing the performance assessment of the senior executives, monitoring succession planning and retaining consulting services of outside experts to advise on executive compensation matters.

The MRCC monitors and assesses the performance of the NEOs and determines compensation levels on an annual basis. In its assessment of the annual compensation of the NEOs, the MRCC takes into consideration the median compensation paid by other Canadian companies of comparable size and the absolute and relative performance of the Company relative to such other companies. In addition, the MRCC takes into account other relevant factors such as pension and benefits costs.

The overall purpose of the MRCC is to oversee compensation policies approved by the Board and to make recommendations to the Board regarding executive compensation. The MRCC is responsible for ensuring that the Company has in place programs and policies to attract and retain high calibre executives and a process to provide for the orderly succession of management. The MRCC annually assesses the performance of the CEO, recommends for approval by the Board of that officer's compensation and benefits and approves the compensation for all other designated senior officers of the Company, its subsidiaries and affiliates. This is done after considering the recommendations of the CEO, all within the compensation policies, guidelines and pay and performance systems approved by the Board. The MRCC also reviews from time-to-time, as and when required, the Company's policies and programs in relation to pension and other benefits. In addition, the MRCC reviews from time-to-time with the CEO, policies on compensation for all employees. The MRCC has the authority to conduct any investigation appropriate to fulfilling its responsibilities and may retain special legal, accounting or other experts in the performance of its duties.

As at the date hereof, the MRCC is composed of five members, a majority of whom are independent. Of these five members, four members are Directors only and one member is a director of both the Company and Canfor Pulp. The non-independent members of the MRCC are Messrs. Barrington-Foote and Stimpson.

The MRCC has determined that it is not necessary to institute any special measures to ensure the objectivity of the committee's decisions, other than ensuring that Messrs. Barrington-Foote and Stimpson abstain from any decisions relating to consideration of their respective compensation, independence, committee memberships or roles on the Board, particularly in view of the Board's determination that, except for his positions with Mr. Pattison's companies, Mr. Barrington-Foote is not considered to otherwise have any material relationships which could reasonably be expected to interfere with the exercise of his independent judgment as a Director.

Joint Environmental, Health and Safety Committee (the "EH&S Committee")

The overall purpose of the EH&S Committee is to develop, review and make recommendations as required on matters related to the Company's environmental, health and safety policies and practices and to monitor compliance with government regulations and with the Company's commitment to excellence on these issues. The EH&S Committee is also responsible for reviewing and making recommendations to the Board concerning the Company's compliance with policy statements and implementation standards adopted from time to time by the Company on environmental, health and safety issues, the Company's environmental disaster response plan and degree of readiness for each of its operations and the Company's management programs and standards addressing the health of its employees and the public and the safety of the workplace. The EH&S Committee monitors the Company's development of policies and initiatives in the areas of environment, health, safety and First Nations, as well as with respect to developing government policy and regulation regarding carbon, greenhouse gas emissions and the potential impact of climate change. The EH&S Committee requires that at least one meeting per year is held at one of the Company's operations. The EH&S Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and may retain special legal, accounting or other experts in the performance of its duties.

As at the date hereof, the EH&S Committee is composed of three members, a majority of whom are independent. Of these three members, two members are Directors only and one member is a director of both the Company and Canfor Pulp. The non-independent member of the EH&S Committee is Mr. Stimpson.

Joint Capital Expenditure Committee (the "Capex Committee")

The overall purpose of the Capex Committee is to act on behalf of the Board in reviewing and making recommendations on expenditures for capital projects that are in excess of the management limit, but within the authority of the Capex Committee, as set by the Board from time to time. The Capex Committee also has the authority to review capital projects proposed by Canfor Pulp. Subject to any change by the Board, the Capex Committee reviews and considers individual capital expenditures of \$15 million or more. The Capex Committee has the authority to approve any capital expenditure between \$15 million and \$50 million. Any project approval in excess of \$50 million is subject to the approval of the entire Board. In addition, the Capex Committee reviews any lesser

capital expenditures referred to it by the Board or the CEO, subject to further approval requirements as stipulated by the Board, if any.

As at the date hereof, the Capex Committee is composed of five members, a majority of whom are independent. Of these five members, two members are Directors only and three members are directors of both the Company and Canfor Pulp. The non-independent member of the Capex Committee is Mr. Dahl.

Board/Committee Assessments Of Effectiveness And Renewal

General

The Governance and Sustainability Committee undertakes assessments of the size, composition and effectiveness of not only the Board's Committees, but also of the Board as a whole. The Governance and Sustainability Committee's annual assessments include consideration of the key skills, experience and competencies (such as strategic experience and leadership, financial acumen, international experience and industry or relevant knowledge) for Board and Committee membership, as well as other relevant factors such as diversity, cross or interlocking directorships and directorship terms, and the impact of service as directors of other public companies.

The Board evaluates its performance through a formal annual and informal review process based on individual Director questionnaires or interviews. These questionnaires or interviews survey the effectiveness of the Board and its committees in respect of: Board organization and structure, Board culture, Board information and resources, strategy and plans, policies and procedures, shareholder and corporate communications, and ways to improve Board performance.

Once completed, the contents of these questionnaires and interviews are summarized and evaluated by the Governance and Sustainability Committee and then discussed at a meeting of the entire Board, or by the Chairman interviewing each Director on Board effectiveness and reporting the results to the Board. This formal evaluation process is used not only to better assess the effectiveness and composition of the Board, including with respect to diversity, but also to engage Board members further in the business and emphasize the Company's strategic decision-making processes. The Governance and Sustainability Committee also reviews attendance by individual members at Committee and Board meetings. The Governance and Sustainability Committee consults with the Company's CEO regarding periodic assessments of the relationship between management and the Board, and after such reviews advises the Board of its findings.

At the Meeting, ten nominees will stand for election as Directors, nine of whom are current Directors. The Company has implemented a policy whereby if a Director changes his/her principal occupation, they will offer their resignation as a Board member. The Board may accept or not accept the resignation.

Board Renewal

While the Governance and Sustainability Committee believes the assessment processes described under "Board/Committee Assessments of Effectiveness and Renewal – General" above are an effective basis to achieve board renewal, the Governance and Sustainability Committee is committed to continually reviewing and improving on its corporate governance practices. Accordingly, in March 2024, the Company adopted a board renewal policy (the "Board Renewal Policy") that seeks to balance orderly succession planning with the Board's objectives (including diversity, in view of the Company's Diversity Policy, and ensuring key skills, experience and competencies). A copy of the Company's Board Renewal Policy may be accessed on the Company's website at canfor.com.

Under the Board Renewal Policy, effective January 1, 2025, a Director will not be eligible for re-election at the annual meeting of shareholders following his, her or their 75th birthday and will retire from the Board; provided, however, the Board can waive this requirement to help ensure orderly director transitions if: (a) a qualified replacement director has not been identified after a thorough search; or (b) if such retirement would result in a loss of a unique set of skills and/or experience and would therefore have a material impact on the Company. If the Board elects to waive the mandatory retirement requirement, the Board may request that a Director delay his, her or their retirement and serve an additional year or such other time as the Board determines to be reasonable in the circumstances. Pursuant to the Board Renewal Policy, Messrs. Pinette, Smith and Stinson will retire from the Board as at the date of the Meeting and will not be eligible for re-election.

As the Company recognizes that considerable Company and industry-specific knowledge is gained over a consistent tenure with the Board, the Company has not otherwise adopted specific term limits at this time. Further, the terms of the current nominees for election as Directors are not high, when compared to other similar public companies and prevailing governance standards. The tenure of all of the nominees who are current Directors is less than ten years.

Diversity

The Company believes that diverse perspectives enhance its organizational strength, problem solving ability and opportunity for innovation. Furthermore, the Company recognizes that diversity of skill and experience, including gender diversity, is a critical and valuable consideration in the assessment of the composition of its senior management team. The Company has therefore adopted a written diversity policy (the "Diversity Policy") promoting diversity within the Company, Canfor Pulp and all of their subsidiaries, which encompasses its policy relating to the identification and nomination of women directors and senior executives. The Governance and Sustainability Committee has the responsibility for the oversight and implementation of the Diversity Policy, a copy of which may be accessed on the Company's website www.canfor.com.

The Diversity Policy is intended to provide a framework for promoting diversity within the Company and its subsidiaries at both the Board and senior management levels, with diversity in relation to other employees of the Company and its subsidiaries being addressed in its other human resources policies.

The Diversity Policy is designed to address diversity in all of its characterizations, being those which make individuals different from one another, and expressly includes gender, geographic representation, education, experience, ethnicity, age and disability. In order to support its diversity objectives, under the Diversity Policy, the Company includes consideration of these diversity criteria (including gender) in identifying and considering the selection of candidates for election, re-election or hiring as Directors or members of senior management and, when appropriate, the engagement of qualified independent external advisors to search for candidates who meet these criteria.

As part of its mandate, the Governance and Sustainability Committee is responsible for overseeing with management the progress of the Company's approach to diversity. The Company does not currently apply targets regarding the representation of women on the Board, as it does not believe that quotas or a formulaic approach to Board diversity issues will necessarily result in the identification or selection of the best candidates for Board positions. The Company rather believes that, together with the implementation of the Diversity Policy, it will be more successful in the identification, nomination and appointment of the best candidates based on merit and the assessment of the suitability of a candidate for a particular role in light of the needs of the Company, the candidate's skills, background experience and knowledge, while taking into account the Company's diversity criteria as set out in the Diversity Policy. Over the past several years, since the Company's adoption of the Diversity Policy, the Company has continued, and will continue, to work towards increasing the number and percentage of women on the Board and the number and percentage of women in senior management positions with the Company and its major subsidiaries. As at the date hereof, there are three women on the Board (an increase from 2024), representing 25% of the Board. If all nominees proposed for election as set forth in this Information Circular are appointed to the Board at the Meeting, 40% of the Board will be women.

With respect to the workplace, the Company has established a Diversity Council within the Company, Canfor Pulp and all of their subsidiaries, consisting of approximately 20 team members representing different business functions, geographic locations and dimensions of diversity such as gender, geographic representation, education, experience, ethnicity, age and disability. The Diversity Council sustains and advances the Company's commitment to an inclusive and diverse workplace.

In addition, the Company emphasizes the internal development of its employees for career advancement, which it believes contributes not only to the consistency of the Company's culture but also the development of industry specific knowledge as its employees gain seniority. The Company believes that one of the most effective ways to enhance diversity (both in terms of gender and beyond) is to increase the representation of "under-represented groups" (which groups include women, non-binary people, Indigenous Peoples, visible minorities, people living with disabilities, LGBTQ2S+ individuals and veterans) in leadership roles by fostering this type of development for high potential employees within the Company at earlier stages of their careers.

To help facilitate such internal development, the Company has set the following targets in respect of its North American operations: a target of 30% for under-represented groups in executive leadership positions by 2030 and a target of 30% for under-represented groups in other senior leadership positions by the end of 2025. As at the date of this Information Circular, 35% of executive leadership positions were held by members of under-represented groups, 22% of which are women and 23% of other senior leadership positions were held by members of under-represented groups, 18% of which are women).

To further support the Company's internal development programs and targets, the Company seeks to ensure its employee hiring and training practices are aligned with such objectives.

With respect to employee hiring, the Company's external job postings are gender-neutral and designed to eliminate gender bias in the application process. Further, the Company has set a target for 33% of its new hires to be from under-represented groups by 2025 (with that target rising to 50% by 2030). In 2024, 43% of the Company's North American hires were from under-represented groups (based on self-disclosure).

In terms of the Company's training practices, in North America, the Company's mandatory Inclusion and Diversity Awareness training and Respectful Workplace training is a key component in helping employees identify and address unconscious biases and learn how to deal with any instances of discrimination or bias. In 2024, 96% and 97% of North American salaried employees completed the training, respectively.

Climate Change and Sustainability

The Company prioritizes ESG matters, including climate change and sustainability, through its sustainability framework, which outlines how the Company manages material topics under the three pillars of: People, Planet and Products.

The climate-related risks and opportunities of the Company's business are managed and assessed through overall Board oversight, and currently supported by its Governance and Sustainability, Audit and EH&S Committees. Effective as of May 9, 2025, the Board will be supported in these matters by its Audit Committee and its Joint Sustainability, Health and Safety Committee (formerly, the EH&S Committee). See "Board Committees" above for more information.

The Company's annual Sustainability Report includes sustainability goals and targets and reports on progress made to date in reference to available third-party sustainability reporting standards and frameworks. The Company is actively monitoring the changing landscape of ESG reporting regulations and has aligned disclosures with the Global Reporting Initiative, the recommendations from the Task Force on Climate-Related Financial Disclosures and with the standards of the Sustainability Accounting Standards Board.

In addition, to regulatory greenhouse gas ("GHG") reporting for applicable facilities, on a voluntary basis, the Company calculates its manufacturing and corporate Scope 1, Scope 2 and Scope 3 GHG emissions annually for all of its facilities under operational control in Canada, the US and Sweden in accordance with the Greenhouse Gas Protocol developed by the World Business Council for Sustainable Development and World Resource Institute.

The Company publishes an annual sustainability report regarding climate change and other ESG matters. All reports are prepared jointly with Canfor Pulp. A copy of the 2024 Sustainability Report will be available at the Company's website at canfor.com.

See also the Company's Annual Information Form ("AIF") and Management's Discussion and Analysis ("MD&A") for the fiscal year ended December 31, 2024. In particular, see the AIF section entitled "Sustainability" and the MD&A sections entitled "Risk and Uncertainties – Environmental Issues", "Risks and Uncertainties - Climate Change" and "Environmental, Social, and Governance ("ESG") Strategy, Reporting and Related Risks", which are incorporated by reference herein and available on SEDAR+ at sedarplus.ca.

Appointment of Auditor

On the recommendation of the Audit Committee, subject to confirmation at the Meeting, the Board has proposed that KPMG LLP ("KPMG"), Chartered Accountants of Vancouver, British Columbia, be appointed as auditors of the Company for the year ending December 31, 2025. The Company recommends that KPMG be reappointed.

The Audit Committee is satisfied that KPMG meets the relevant independence requirements and is free from conflicts of interest that could impair their objectivity in conducting the Company's audit. The resolution appointing auditors must be passed by a majority of the votes cast by the shareholders who vote in respect of that resolution at the Meeting.

Auditor Fees

KPMG is the current auditor of the Company. The aggregate fees billed by the Company's auditors for the last two fiscal years, was an aggregate of \$5.0 million. These amounts were for audit, tax, financial and other verification audits. The increase in total external auditor fees from 2023 to 2024 is due to a \$0.1 million increase in audit fees, \$0.2 million increase in other assurance fees, and \$0.1 increase in tax fees.

External Auditor Service Fees (000s)	2024	2023
Audit Fees ⁽¹⁾	\$1,747	\$1,607
Audit-Related Fees ⁽²⁾	\$114	\$114
Tax Fees ⁽³⁾	\$412	\$465
All Other Fees ⁽⁴⁾	\$665	\$588
Total Fees ⁽⁵⁾	\$2,938	\$2,774

Notes:

(1) For the audit of the Company's annual financial statements and services normally provided by the principal auditor in connection with the Company's statutory and regulatory filings.

(2) For assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported in item (1), including accounting consultations and various agreed upon procedures.

(3) For tax compliance, tax consulting services, and tax planning services.

(4) Other fees primarily related to forest certification services and greenhouse gas emissions assurance.

(5) Included in the fees above is \$0.6 million which was billed to the Company's subsidiary, Canfor Pulp (\$0.6 million in 2023).

The Audit Committee has the responsibility to pre-approve any non-audit related services provided by the auditors of the Company exceeding \$100,000 and the Chair of the Audit Committee has the authority to approve any such services exceeding \$50,000 but not in excess of \$100,000.

Additional Information

The Company's Annual Report, which contains the audited financial statements for the year ended December 31, 2024 and MD&A of Financial Condition and Results of Operations, which contain financial information relating to the Company, together with this Information Circular, any interim financial statements filed subsequent to the annual audited Financial Statements and related MD&As, and additional information regarding the Company, may be obtained from the Corporate Secretary of the Company and may be accessed on the Company's website canfor.com. Additional information relating to the Company is available on SEDAR+ at sedarplus.ca.

The contents and the sending of this Information Circular have been approved by the Board of Directors of the Company.

By Order of the Board of Directors

Patrick Elliott
Corporate Secretary
Vancouver, BC
March 20, 2025

