



ALGOMA CENTRAL CORPORATION NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting of Shareholders of Algoma Central Corporation (the "Company") will be held at Vantage Venues, 27th Floor, 150 King Street West, Toronto, Ontario on Friday, May 4, 2018 (the "Meeting"), at the hour of 11:30 o'clock a.m., locally, for the purposes of:

1. Receiving and considering the annual report and financial statements for the year ended December 31, 2017 and the report of the auditors thereon;
2. Electing directors;
3. Appointing auditors, and authorizing the directors of the Company to fix their remuneration and the terms of their engagement;
4. Considering a resolution, the full text of which is set forth in the management information circular of the Company dated February 22, 2018 (the "Management Proxy Circular"), to ratify and approve the Company's stock option plan, as more particularly described in the Proxy Circular; and
5. Transacting such further and other business as may properly come before the Meeting or any adjournment thereof.

A description of the business to be submitted to the Meeting is contained in the accompanying Management Proxy Circular.

Dated at Toronto, Ontario the 22nd day of February, 2018.

On behalf of the Board of Directors

J. Wesley Newton
Secretary

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with (i) the Company's transfer agent and registrar, AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 or by fax 416-368-2502 or 1-866-781-3111 (toll free in North America) or by email to proxyvote@astfinancial.com, on or before 11:30 am, locally, on May 2, 2018 or 48 hours prior to the commencement of the Meeting, if the Meeting is adjourned; or (ii) the chairman of the Meeting on the day of the Meeting or any adjournments thereof prior to the time of voting.

Shareholders who are unable to be present personally at the Meeting are urged to sign, date, and return the enclosed form of proxy in the envelope provided for that purpose. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification. The record date for the determination of those Shareholders entitled to receive the Notice of Meeting is the close of business on March 16, 2018.

SOLICITATION OF PROXIES

THIS MANAGEMENT PROXY CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY AND ON BEHALF OF THE MANAGEMENT OF ALGOMA CENTRAL CORPORATION (THE “COMPANY”) FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF COMMON SHARES IN THE CAPITAL OF THE COMPANY (THE “COMMON SHARES” OR THE “SHARES”) TO BE HELD ON FRIDAY MAY 4, 2018 (THE “MEETING”) FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING. The Information contained herein is given as of February 22, 2018 except as otherwise noted. It is expected that solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by employees of the Company or by persons retained by the Company for that purpose. The total cost of such solicitation will be borne by the Company.

The Notice of Meeting, this Management Information Circular, the Form of Proxy, and the 2017 Annual Report are not available using notice-and-access.

The Company will pay reasonable costs incurred by persons who are registered but not beneficial owners of Common Shares (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of the Notice of Meeting, Management Proxy Circular and form of proxy to beneficial owners of such shares. The Company will furnish to such persons, without cost, upon request to AST Trust Company (Canada), Attention: Proxy Department, P.O Box 721, Agincourt, Ontario, M1S 0A1 or by fax 416-368-2502 or 1-866-781-3111 (toll free in North America) additional copies of the Notice of Annual General and Special Meeting, Management Proxy Circular and form of proxy for this purpose. Executed forms of proxy may be mailed or faxed to AST Trust Company (Canada) at that address.

MANNER OF VOTING PROXIES

General

Registered shareholders who are unable to attend the Meeting in person and who wish to have their shares voted at the Meeting are requested to date, sign, and return, in the envelope provided for that purpose, the enclosed form of proxy. Proxies must be deposited: (i) with the Company’s transfer agent and registrar, AST Trust Company (Canada), Attention: Proxy Department, P.O Box 721, Agincourt, Ontario, M1S 0A1 or by fax 416-368-2502 or 1-866-781-3111 (toll free in North America) on or before 11:30am, locally, on May 2, 2018, or 48 hours prior to the commencement of the adjourned Meeting, if the Meeting is adjourned; or (ii) with the chairman of the Meeting prior to the commencement of the Meeting or any adjournments thereof in order for the shares represented thereby to be voted at the Meeting or any adjournment thereof.

The shares represented by any proxy in favour of management nominees will be voted or withheld from voting in accordance with the instruction of the shareholder and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. Where no choice is specified, the shares represented by such proxy will be voted IN FAVOUR of those matters set out in the enclosed proxy and at the discretion of the proxy holder with respect to other matters that may properly come before the Meeting. As of the date of this circular, Management knows of no amendments, variations or other matters to come before the Meeting other than the matters referred to in the foregoing Notice of Meeting. However, if any amendments, variations or other matters which are not known to management should properly come before the Meeting or any adjournment(s) or postponement(s) thereof, the share represented by the proxies in favour of management nominees will be voted on such amendments, variations or other matters in accordance with the best judgment of the proxy nominee.

THE PERSONS NAMED IN THE ENCLOSED PROXY ARE MEMBERS OF THE COMPANY’S MANAGEMENT. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT THE SHAREHOLDER AT THE MEETING MAY DO SO EITHER BY INSERTING SUCH OTHER PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE ENCLOSED PROXY AND DELETING THE NAMES PRINTED AND INSERTING A NEW NAME OR BY COMPLETING ANOTHER PROXY FORM.

Voting by Non-Registered Shareholders

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. In many cases, common shares beneficially owned by a person (a “non-registered holder”) are registered to either (a) in the name of an intermediary (an “Intermediary”) that the non-registered holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a clearing agency (such as, The Clearing and Depository Services Inc. (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101, the Company has distributed copies of the Management Proxy Circular and the accompanying Notice of Meeting, together with the form of proxy, and annual report which contains the financial statements of the Company (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to non-registered holder of common shares.

Intermediaries are required to forward the Meeting Materials to non-registered holders unless a non-registered holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to non-registered holders. Generally, non-registered holders who have not waived the right to receive Meeting Materials will either:

- a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the non-registered holder but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified above under “Appointment and Revocation of Proxies”, or
- b) be given a form of proxy which has already been signed by the Intermediary and which, when properly completed and signed by the non-registered holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “Voting Instruction Form”) which the Intermediary must follow. Typically the non-registered holder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the non-registered holder must remove the label from the instruction and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its service company in accordance with the instruction of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the common shares they beneficially own.

Should a non-registered holder who receives either form of proxy wish to vote at the Meeting in person, the non-registered holder should strike out the persons designated as proxy holders by Management of the Company in the form of proxy and insert the name of the non-registered holder or their designated proxy in the blank space provided, who need not be a shareholder of the Company. Non-registered holders should carefully follow the instructions of the Intermediary including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.

REVOCAION OF PROXIES

Any registered shareholder who has given a proxy may revoke such proxy by depositing an instrument in writing executed by such shareholder or by his or her attorney authorized in writing at the office of the Company at 63 Church Street, Suite 600, St. Catharines, Ontario, L2R 3C4, on or before the last business day preceding the day of the Meeting or any adjournment thereof or, as to any matter upon which a vote has not already been cast pursuant to the authority conferred by such proxy, with the Chairman of the Meeting of the day of the Meeting or any adjournment thereof, or in any other manner permitted by law. Non-registered shareholders wishing to revoke a proxy should contact their intermediary for instructions.

OUTSTANDING SHARES

The Company is authorized to issue an unlimited number of Common Shares and Preferred Shares, of which there are 38,552,315 Common Shares issued and outstanding and no Preferred Shares issued and outstanding as at February 22, 2018. The Common Shares, which carry one vote each, may be voted at the Meeting. In accordance with the provisions of the Canada Business Corporations Act, the Company has fixed March 16, 2018 as the record date (the "Record Date") and will prepare a list of the holders of its Common Shares as of the close of business on such date. A shareholder named in such list will be entitled to vote his or her shares at the Meeting.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

As at the date hereof, to the knowledge of the directors and senior officers of the Company, none of the directors or officers of the Company who have been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than (i) the election of directors, and (ii) the approval of the Company's Stock Option Plan (the "**Option Plan**").

PRINCIPAL HOLDERS OF COMMON SHARES

To the knowledge of the directors and officers of the Company, the following table indicates the holding of shareholders who beneficially own, or exercise control or direction over, more than 10% of the outstanding Common Shares of the Company on February 22, 2018.

Shareholder	Number of Common Shares (includes direct or indirect ownership or control)	Percentage of issued Common Shares
Amogla Holdings Limited	11,550,460	30.0%
E-L Financial Corporation Limited	10,515,220	27.3%

MATTERS REQUIRING APPROVAL BY SHAREHOLDERS

ELECTION OF DIRECTORS

The Board of Directors of the Company (the "Board") consists of such number, not being less than five or more than 15, as shall be determined by the directors from time to time. The Board has passed a resolution determining that the Board shall consist of eight directors until changed by the Board, and eight directors shall be elected at the Meeting. Directors elected at the Meeting will serve until the next annual meeting of shareholders or until their respective successors are elected or appointed. Management does not contemplate that any of the proposed nominees will be unable to serve as a director. If for any reason any proposed nominee is unable to serve as such, the representatives of management, if so named as proxy, reserve the right to vote for any other nominee in their sole discretion. The following information relating to the nominees as directors is based partly on the Company's records and partly on information received by the Company from such persons and is given as at February 22, 2018.

Name and place of residence	Present principal occupation, business or employment	First year became a director (5)	Number of common shares (6)
Richard B. Carty (1) (2) (3) Toronto , Ontario, Canada	Vice-President, General Counsel and Corporate Secretary, E-L Financial Corporation Limited	2010	5,500
Paul Gurtler (3) (5) Hamilton, Bermuda	Managing Director, Interlink Maritime Corp.	2017	Nil
E. M. Blake Hutcheson (1) (3) Toronto, Ontario, Canada	President and Chief Executive Officer, Oxford Properties Group Inc.	2003	1,778
Duncan N. R. Jackman (2) (4) (5) Toronto, Ontario, Canada	Chairman, President and Chief Executive Officer, E-L Financial Corporation Limited Economic Investment Trust Limited United Corporations Limited	1997	30,000
Mark McQueen (1) Toronto, Ontario, Canada	President and Executive Managing Director, CIBC innovation Banking	2015	5,000
Clive P. Rowe (2) (4) (5) New York, New York, U.S.A.	Partner, Oskie Capital	1999	4,500
Harold S. Stephen (1) (2) Mississauga, Ontario, Canada	Chairman and Chief Executive Officer, Stonecrest Capital Inc.	2002	20,000
Eric Stevenson (2) (3) (5) Toronto, Ontario, Canada	Venture Capitalist and Co-Founder, Perseverance Marine	2013	2,984

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance Committee.

(3) Member of the Environmental, Health and Safety Committee.

(4) Member of the Executive Committee.

(5) Member of the Investment Committee.

(6) Each proposed nominee who is stated to have first become a director in a specified year has served continuously as a director from the year indicated.

(7) Represents the number of common shares beneficially owned, directly or indirectly, or over which control or direction is exercised.

MAJORITY VOTING

The Board of Directors of the Company believes that each of its members should carry the confidence and support of the shareholders. To this end, the directors have unanimously adopted a majority voting policy. This policy requires any nominee for election to the Board of Directors for which the number of shares withheld was greater than the number of shares voted in favour of the nominee to submit his or her resignation promptly after the meeting to the Corporate Governance Committee for its consideration. The Committee will make a recommendation to the Board after reviewing the matter and the Board's decision to accept or reject the resignation will be publicly disclosed. The nominee will not participate in any Committee or Board deliberations in considering the resignation. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

APPOINTMENT OF AUDITORS

The Company's current auditors are Deloitte LLP. It is intended to vote proxies received in favour of management nominees in favour of the firm Deloitte LLP, the present auditors, as auditors of the Company for an additional one year term. A majority of votes cast is required to re-appoint the auditors.

APPROVAL OF THE ADOPTION OF A STOCK OPTION PLAN

At the Meeting, Shareholders will be asked to consider and if thought fit, approve an ordinary resolution approving the adoption of the Option Plan pursuant to which options may be granted to certain officers and employees of the Company. The Option Plan was previously approved by the Board on February 22, 2018, subject to Shareholder approval at the Meeting and the receipt of all necessary regulatory approvals, including that of the Toronto Stock Exchange (the "TSX"). The following discussion is intended as a summary of the Option Plan and is qualified in its entirety by the text of the Option Plan and/or any individual option grant agreements, as applicable.

The Option Plan

The purpose of the Option Plan is to advance the interests of the Company by (i) encouraging senior management and key employees to think like long-term owners and act in the long-term best interests of the Company; (ii) aligning the interests of participants with those of the Company's shareholders; and (iii) enhancing the Company's ability to attract, retain, motivate and reward senior management and key employees.

The Option Plan is administered by the Board, which may delegate this responsibility to a committee of the Board. The Board, in its sole discretion, shall from time to time designate the executive officers or employees to whom options shall be granted under the Option Plan.

The maximum number of Common Shares issuable under the Option Plan is currently 5% of the issued and outstanding Common Shares of the Company and, as such, the rules of the TSX provide that the Option Plan must be approved by Shareholders every three years. A total of 1,927,615 Common Shares may be reserved for issuance as at the date hereof. As at February 22, 2018, no options to purchase Common Shares were outstanding leaving options for 1,927,615 Common Shares available for grant (representing 5% of the issued and outstanding Common Shares). All of the Common Shares relating to exercised, cancelled or terminated options granted under the Option Plan will automatically become available for the purposes of options that may be subsequently granted under the Option Plan. As a result, the Option Plan is considered an "evergreen" plan since the Common Shares relating to options which have been exercised shall be available for subsequent grants under the Option Plan and the number of options available to grant increases as the number of issued and outstanding Common Shares of the Company increases.

The number of Common Shares issued, within any one year period, and issuable, at any time, to insiders of the Company under all equity-based incentive compensation arrangements of the Company may not exceed 5% of the number of Common Shares in the capital of the Company that are outstanding from time to time (calculated on a non-diluted basis).

Unless otherwise provided in a participant's employment agreement or option agreement, options granted pursuant to the Option Plan will cliff vest in full on the third anniversary date of the grant.

All options granted under the Option Plan will have an exercise price determined and approved by the Board at the time of grant, which shall not be less than the market price of the Common Shares at such time. For purposes of the Option

Plan, the market price of the Common Shares shall be the closing price for the Common Shares on the TSX on the last trading day before the day on which the option is granted.

The Company does not provide financial assistance to option holders in connection with their participation in the Option Plan.

Under the Option Plan, option holders will be subject to the clawback of any options that had been issued pursuant to the Corporation's financial results where the Corporation's financial statements are restated, and the options would not have been awarded had the financial results been initially prepared in accordance with the restated statements.

An option shall be exercisable during a period established by the Board which shall commence on the date of the grant and shall terminate no later than ten years after the date of the grant. The Option Plan provides that the exercise period shall automatically be extended if the date on which it is scheduled to terminate shall fall during a black-out period or within nine business days after the end of a black-out period or any other trading restriction imposed by the Company (other than a cease trade order or other restriction imposed by any person other than the Company). In such cases, the extended exercise period shall terminate ten business days after the last day of the blackout-period.

In order to facilitate the payment of the exercise price of the options, the Option Plan has a cashless exercise feature pursuant to which a participant may elect to undertake either a broker assisted "cashless exercise" or a "net exercise" subject to the procedures set out in the Option Plan, including the consent of the Board, where required. Under the cashless exercise election, the option holder may elect to receive an amount in cash per option equal to the cash proceeds realized upon the sale of the Common Shares underlying the options by a securities dealer in the capital markets, minus the aggregate exercise price, any applicable withholding taxes and any transfer costs charged by the securities dealer. Under the net exercise election, the participant may elect to receive, and the Corporation may deliver, in its sole discretion, either (i) cash in an amount equal to the amount by which the aggregate fair market value of the Common Shares issuable under the option exceeds the aggregate exercise price in respect of such option (including any withholding taxes), or (ii) such number of Common Shares having a fair market value equal to the amount by which the aggregate fair market value of the Common Shares issuable under the option exceeds the aggregate exercise price in respect of such option (including any withholding taxes).

The Option Plan also provides that appropriate adjustments, if any, will be made by the Board in connection with a stock dividend or split, recapitalization, reorganization or other change of shares, consolidation, distribution, merger or amalgamation or similar corporate transaction, in order to maintain the optionees' economic rights in respect of their options in connection with such change in capitalization, including adjustments to the exercise price and/or the number of Common Shares to which an optionee is entitled upon exercise of options, or permitting the immediate exercise of any outstanding options that are not otherwise exercisable.

The Option Plan provides that upon certain change of control events, the vesting of all outstanding options shall automatically accelerate such that, notwithstanding the previously established vesting schedule, such outstanding options shall be fully vested and conditionally exercisable upon the completion of the change of control. The Board may in its discretion, acting in good faith, and subject to applicable regulatory provisions and Shareholder approval, extend the expiration date of any option, provided that the period during which an option is exercisable does not exceed ten years from the date such option is granted.

The following table describes the impact of certain events upon the rights of holders under the Option Plan, including termination for cause, resignation, termination other than for cause, retirement, death or disability, subject to the terms of a participant's employment agreement:

<u>Event Provisions</u>	<u>Provisions</u>
Termination for cause	Forfeiture of all vested and unvested options.
Resignation	Forfeiture of all unvested options and vested options must be exercised by the earlier of the original expiry date and 90 days after resignation.
Termination other than for cause.....	Forfeiture of all unvested options and vested options must be exercised by the earlier of the original expiry date and 90 days after termination.
Retirement	Unvested options continue to vest in accordance with their

Event Provisions**Provisions**

	vesting schedule and vested options must be exercised by the earlier of the original expiry date and three years after retirement.
Disability	Unvested options continue to vest in accordance with their vesting schedule and vested options remain exercisable until the original expiry date.
Death	All unvested options immediately vest and all options expire 180 days after the date of death of the participant.

The Board may suspend or terminate the Option Plan at any time or from time to time amend or revise the terms of Option Plan or of any granted option, provided that no such suspension, termination, amendment or revision will be made (i) except in compliance with applicable law and with the prior approval, if required, of the Shareholders, the TSX or any other regulatory body having authority over the Company; and (ii) in the case of an amendment or revision, if it would materially adversely affect the rights of any participant, without the consent of the participant, provided however, subject to any applicable rules of the TSX, the Board may from time to time, in its absolute discretion and without the approval of Shareholders, make the following amendments to the Option Plan or any outstanding option:

- any amendment to the vesting and assignability provisions;
- any amendment regarding the effect of cessation of a participant's employment or engagement;
- any amendment which accelerates the date on which any option may be exercised under the Option Plan;
- any amendment to the definition of an eligible person under the Option Plan;
- any amendment to add provisions permitting a form of financial assistance and any amendment to the cash-settled awards or clawback provisions which are adopted;
- any amendment necessary to comply with applicable law or the requirements of the TSX or any other regulatory body having authority over the Company, the Option Plan or the Shareholders;
- any amendment of a "housekeeping" nature, including, without limitation, to clarify the meaning of any existing provision of the Option Plan, correct or supplement any provision of the Option Plan that is inconsistent with any other provision of the Option Plan, correct any grammatical or typographical errors or amend the definitions in the Option Plan;
- any amendment regarding the administration of the Option Plan; and
- any other amendment that does not require the approval of the Shareholders pursuant to the amendment provisions of the Option Plan.

For the avoidance of doubt, the Board shall be required to obtain Shareholder approval to make the following amendments:

- any increase in the maximum number of Common Shares that may be issuable pursuant to options granted under the Option Plan;
- any reduction in the exercise price of an option or extension of the expiry date of an option benefitting an insider;
- any amendment to remove or to exceed the insider participation limit under the Option Plan; and
- any amendment to the amendment provisions of the Option Plan.

Except as specifically provided in an option agreement approved by the Board, options granted under the Option Plan are not assignable or transferable and may only be exercised during the lifetime of the participant by such participant (except that a participant may transfer options to a spouse, trustee or a company in respect of which the participant is the sole Shareholder).

Vote Required

At the Meeting, Shareholders will be asked to vote on the following ordinary resolution with respect to the Option Plan (the “**Option Plan Resolution**”):

Whereas:

- 1. the Board of Directors of the Company approved on February 22, 2018 the adoption of a stock option plan (the “**Option Plan**”), which does not have a fixed maximum number of common shares issuable thereunder, for the benefit of certain officers and key employees of the Company, as determined by the Board of Directors from time to time; and*
- 2. the rules of the Toronto Stock Exchange provide that all unallocated options, rights or other entitlements under a security based compensation arrangement which does not have a fixed maximum number of securities issuable, be approved every three (3) years;*

Be it resolved that:

- 1. the Option Plan be approved;*
- 2. all unallocated options under the Option Plan be and are hereby approved;*
- 3. the Company shall have the ability to continue granting options under the Option Plan until May 4, 2021, which is the date that is three (3) years from the date of the Shareholder meeting at which Shareholder approval is being sought; and*
- 4. any one director or officer of the Company be and are hereby authorized to do such things and to sign, execute and deliver all documents that such directors and officers may, in his or her discretion, determine to be necessary in order to give full effect to the intent and purpose of this resolution.*

The Board recommends that Shareholders vote **FOR** the Option Plan Resolution.

Unless specifically instructed to vote against the Option Plan Resolution, the persons named in the form of proxy accompanying the Notice of Meeting intend to vote **FOR** the approval of the Option Plan. In order to be affected, this ordinary resolution must be approved by a majority of the votes cast in respect thereof.

REMUNERATION OF DIRECTORS AND EXECUTIVE OFFICERS

COMPENSATION DISCUSSION & ANALYSIS

This section provides information regarding the compensation program in effect in 2017 for the Chief Executive Officer (the “CEO”), Chief Financial Officer (the “CFO”), and the three other most highly compensated executive officers, collectively the Named Executive Officers (the “NEO”s).

The Corporate Governance Committee of the Board recommends to the Board compensation of directors and senior officers. The Committee consists of five members, each of whom is independent. The Corporate Governance Committee for 2017 comprised Clive P. Rowe (Chairman), Richard B. Carty, Duncan N. R. Jackman, Harold S. Stephen, and Eric Stevenson.

Executive Summary

The compensation program for the senior officers comprises base salary and a non-equity incentive compensation plan. In establishing base salary, both length of service and individual performance are considered. The incentive compensation plan is a hybrid plan, which offers both short term and longer term incentive and is based on corporate financial and individual performance.

Compensation Philosophy and Objectives

The compensation program has the following objectives:

1. To provide a compensation program that is fair and competitive in order to attract and retain well-qualified and experienced executives within the Company;
2. To focus executives' efforts on business performance by providing an incentive program that directly links both short term and longer term compensation to business results; and
3. To recognize individual performance by providing clear and measurable objectives for executive performance.

Elements of Executive Compensation

The compensation program for senior officers is composed of two main elements: base salary and incentive program.

Compensation Element	Form	Performance Period	Determination
Base Salary (see Note 1)	Cash	Annual	See Note 1
Annual Incentive Program (see Note 2)	Cash	For the CEO, CFO, and other senior officers, 100% of the Annual Incentive Award will be paid out in cash annually starting in respect of 2017. In prior years, 50% of the award for senior officers other than the CEO was paid out annually; the other 50% was deferred for three years as Performance Share Units and paid in cash at the end of the vesting period. The deferred portion was forfeited if the executive terminated his or her employment prior to retirement.	Target awards are based on executive level and actual payouts are based on the achievement of corporate financial targets and individual objectives.
Long-term Incentive Program	Cash	Until 2017, awards were made annually to the CEO in the form of Performance Share Units paid in cash at the end of the applicable vesting period. Should the Shareholders approve and ratify the Option Plan at the Meeting, the Corporate Governance Committee intends to rely upon the granting of stock options to the CEO and other senior officers, at the discretion of the Board, in lieu of awarding Performance Share Units under the LTIP (as defined below) going forward.	See Note 3

Note 1. Base Salary

Individual salaries are based on a number of factors including the individual's experience, level of responsibility within the Company and performance. The Board takes into account the compensation practices of other Canadian public companies so that executive compensation is competitive, both in terms of the individual components and in aggregate. Compensation surveys and management recommendations may be used by the Board as part of this process. The Board does not benchmark to any particular company or companies, but the Board may use as a resource informal compensation surveys and compensation information compiled through more formal compensation surveys performed by human resource consulting companies.

Note 2. Annual Incentive Program

The incentive program for senior officers has been designed to support the achievement of key business goals and focus the Company's senior officers on the long-term success of the organization.

The plan has been designed to:

- Attract, retain, and reward senior officers and key employees in both the short and long-term;
- Recognize senior officers for corporate, business unit and individual performance;
- Encourage senior officers and key employees to think like long-term owners and act in the long-term best interests of the Company; and
- Align the interests of senior officers and key employees with those of the Company's shareholders.

The key measures in the incentive program include improving the Return on Capital Employed (ROCE), achieving operating metrics designed to measure improvement in the long-term profitability of the businesses, and managing controllable expenses. ROCE is determined by dividing operating earnings net of tax of the Company by capital employed. Capital employed is equal to the average equity and debt of the Company during the year. Operating earnings net of tax is determined on an annual basis by applying the statutory effective tax rate to the business segment operating earnings of the Company's segments, as reported in the Company's Segment Disclosures note in the Notes to the Consolidated Financial Statements. In setting performance goals or measuring achievement of the goals, the Corporate Governance Committee may exercise judgment from time to time to exclude or include items from both of these calculations that are determined not to be indicative of management's performance during the year.

The Company uses ROCE as a measure of management's efficient and effective use of the capital resources entrusted to them. The Company's long-term target for ROCE is 10% to 12% and the Company uses this as a benchmark in establishing Return on Investment (ROI) objectives when assessing new capital investments and new business opportunities. The annual target for ROCE for compensation purposes is determined by the Corporate Governance Committee in the context of this long-term target.

On an annual basis, key performance targets are established by the Corporate Governance Committee. Senior officer individual performance targets are recommended by the CEO and approved by the Corporate Governance Committee. In the case of the CEO, individual performance targets are developed and approved by the Corporate Governance Committee. The actual incentive for the CEO can vary between 0% and 100% of base salary, and can vary between 0% and 67.5% for the other senior officers, depending on the level of achievement of the Company's performance and individual targets.

The Company understands the importance of effective risk management and regulatory compliance, both generally and in the context of compensation policies. Risk management and regulatory compliance activities are integrated into management's decision-making processes and these activities are regularly reported to the Board or to committees of the Board. The Board does not have compensation practices which, for example, reward or incent excessive risk taking, or in which short term results are much more heavily weighted than longer term results.

Note 3. Long-term Incentive Program

Until 2017, the CEO was eligible to participate under a long-term incentive program ("LTIP") pursuant to which Performance Share Units equal to 0% and 100% of the CEO's annual salary could be granted based on the achievement of business and personal performance targets. Should the Shareholders approve and ratify the Option Plan at the Meeting, the Corporate Governance Committee intends to replace the LTIP (including for 2017 entitlements

thereunder) with discretionary option grants to senior officers and key employees of the Company as part of the Company's annual incentive program.

The Company's compensation policy is as follows:

1. To be managed to meet its balanced responsibilities to its shareholders, employees, customers and to other stakeholders.
2. To strive to be an exemplary employer and corporate citizen in environmental management by carrying out sound operational and management practices to ensure its operations and facilities are in compliance with all applicable legislation providing for the protection of the environment, employees and the public.
3. In the absence of legislation, to minimize the environmental impact on the public, employees, customers and property within the limitations of technology and economic viability.
4. To constantly aspire to a safe, clean, healthy workplace within the context of a clean, healthy, sustainable natural environment.
5. To manage renewable and non-renewable resources for the benefit of future generations and to seek methods to improve the wise use of resources through such methods as renewal and recycling.

To achieve this policy our operations are guided by the following five basic principles:

1. Management, operating, maintenance, health, safety and emergency response practices will be conducted in accordance with documented procedures that meet or exceed the highest national and international standards for the industries in which we operate and ensure compliance with all applicable regulations and legislation.
2. Risks to the safety of ships, the health of employees and the preservation of the environment will be constantly evaluated and managed.
3. Specific resources will be dedicated to the continuous management of safety, health, and environmental protection programs, and to communication and co-operation in that respect with government agencies, customers and industry associations.
4. All management systems will be subject to periodical internal and external audit, with specific emphasis on health, safety and environmental protection.
5. New projects will be evaluated for potential risks to employees, customers, the general public and the environment.

As stated above, the compensation program includes discretionary incentive compensation components which are largely dependent on corporate performance and individual contribution to corporate performance. The compensation programs do not reward risk taking but are designed to achieve the appropriate balance of achievement of both shorter term and longer term goals, in accordance with the business plans approved by the Board and in the context of the management principles set out above. The Corporate Governance Committee of the Board has a high degree of involvement with the compensation programs and annual incentive awards for executives, and these awards are reviewed annually with the Board in the context of the Board's oversight of senior management.

The weighting of the corporate and individual components of the annual incentive plan is dependent upon the employee's level within the organization. Grants made pursuant to the Option Plan will be at the discretion of the Board but will be based upon the corporate and individual components below.

Level	Target Award as a % of Base Salary	Corporate Component Weighting	Individual Component Weighting
Chief Executive Officer	60%	100%	Nil
Chief Financial Officer	45%	100%	Nil
Other NEOs	35-45%	75%	25%

Summary Compensation Table

The following table sets forth the compensation earned by the CEO, CFO, and by each of the other NEOs for the years ended December 31, 2017, 2016, and 2015.

Name and Principal Position	Year	Salary	Share-based Award(1)	Option-based Awards (5)	Non-equity Incentive Plan Compensation		Pension Value	All Other	Total Compensation (5)
					Annual Incentive Plans (1)	Long-term Incentive Plans			
Ken Bloch Soerensen President and Chief Executive Officer (2)	2017	\$600,000	Nil	Nil	\$340,636	Nil	\$60,200	\$15,600	\$1,016,436
	2016	\$599,500	\$320,040	Nil	\$320,040	Nil	\$60,200	\$15,600	\$1,315,380
	2015	\$375,000	\$325,000	Nil	\$225,000	Nil	\$33,600	\$110,791	\$1,069,391
Peter D. Winkley Chief Financial Officer	2017	\$312,000	Nil	Nil	\$148,474	Nil	\$25,600	\$15,600	\$501,674
	2016	\$312,000	\$61,704	Nil	\$61,074	Nil	\$25,700	\$15,600	\$475,448
	2015	\$280,250	\$11,643	Nil	\$11,643	Nil	\$22,200	\$14,376	\$340,112
Gregg A. Ruhl Chief Operating Officer (3)	2017	\$312,000	Nil	Nil	\$148,474	Nil	\$25,600	\$16,709	\$502,783
	2016	\$312,000	\$62,197	Nil	\$62,197	Nil	\$25,700	\$16,151	\$478,245
	2015	\$178,000	Nil	Nil	\$11,569	Nil	\$3,120	\$3,585	\$196,274
Thomas G. Siklos Vice-President, Real Estate (4)	2017	\$260,000	Nil	Nil	\$441,895	Nil	\$19,400	\$15,933	\$737,228
	2016	\$254,000	\$41,632	Nil	\$41,632	Nil	\$18,800	\$15,600	\$371,664
	2015	\$222,750	\$30,534	Nil	\$30,534	Nil	\$15,300	\$14,376	\$313,494
Karen Watt Vice-President, Human Resources	2017	\$220,000	Nil	Nil	\$64,577	Nil	\$41,300	\$15,600	\$341,477
	2016	\$220,000	\$26,450	Nil	\$26,450	Nil	\$136,500	\$15,600	\$425,000
	2015	\$197,750	\$12,352	Nil	\$12,352	Nil	\$57,400	\$14,376	\$294,230

(1) Represents the value as of the date of determination of the annual incentive award in connection with the fiscal year indicated. Please refer to Deferred Incentive Compensation Plan below for further details.

(2) Effective April 1, 2015, Mr. Soerensen was appointed President and Chief Executive Officer. Prior to joining the Company, Mr. Soerensen was Managing Director and Partner of IPSA Capital Limited. In connection with his appointment, Mr. Soerensen received a cash signing bonus of \$100,000 and Performance Share Units valued at \$100,000.

(3) Mr. Ruhl was appointed Chief Operating Officer in 2017. Mr. Ruhl joined the Company as Senior Vice-President, Engineering on November 1, 2015. Prior to joining the Company, Mr. Ruhl was the Managing Director for Canadian National Railway. In connection with his appointment, Mr. Ruhl received a cash signing bonus of \$100,000.

(4) Mr. Siklos earned incentive compensation in 2017 tied to the proceeds of sale for various real estate properties sold during fiscal years 2016 and 2017.

(5) Should the Shareholders approve and ratify the Option Plan at the Meeting, the Corporate Governance Committee has recommended to the Board that certain option grants be made to select senior officers of the Company, including the CEO, to compensate Mr. Soerensen for the Performance Share Unit awards that would have otherwise been granted to him under the LTIP for 2017. The 2017 option grants for Mr. Soerensen have not been determined as of date hereof.

Deferred Incentive Compensation Plan

Under the Company's previous share-based executive incentive compensation plan (the "Plan"), certain components of executive incentive compensation (the "**Eligible Amount**") were awarded in the form of Performance Share Units ("**PSUs**"). The number of PSUs awarded was determined by dividing the Eligible Amount for each executive by the average closing share price of common shares of the Company for the five days preceding, the day of, and the four days following the date of issue of the PSUs. The PSUs vest on the third anniversary of the date of award and are paid out in cash based on the average closing share price on the five days preceding, the day of, and the four days following the vesting date. Performance of the shares over the vesting period will determine the ultimate pay-out under this Plan. During the period prior to vesting, the PSUs will accrue dividends in the form of additional PSUs. The number of dividend PSUs to be issued will be based on the cash dividends attributable to the number of PSUs held by the executive, divided by the average closing share price of common shares of the Company for the five days preceding, the day of, and the four days following the date of payment of the cash dividend on common shares.

In addition to PSUs previously granted under the Annual Compensation Plan, Ken Bloch Soerensen was awarded \$100,000 in PSUs as at April 1, 2015 as a signing bonus.

The following table summarizes the share-based awards outstanding as a result of these grants:

Executive	Units Outstanding January 1, 2017	Units Granted in 2017	Units issued in 2017 in lieu of dividends	Units Vested and Redeemed	Total unvested Units	Total value of unvested units at December 31, 2017	Units vesting by Year
Ken Bloch Soerensen	23,200	25,302	1,070	-	49,572	\$795,136	2018 – 6,367 2019 – 17,414 2020 – 25,791
Peter D. Winkley	7,790	4,828	214	(3,014)	9,818	\$157,474	2018 – 3,995 2019 – 901 2020 – 4,922
Gregg Ruhl	-	4,917	95	-	5,012	\$80,396	2020 – 5,012
Wayne A. Smith	8,955	3,802	88	(12,845)	-	-	-
Thomas G. Siklos	6,893	3,291	189	(10,373)	-	-	-
Karen Watt	4,910	2,115	118	(7,143)	-	-	-
Total	51,748	44,255	1,774	(33,375)	64,402	\$1,033,006	2018 – 10,362 2019 – 18,315 2020 – 35,725

Retirement Benefit Plans

Pension benefits for Ms. Watt are determined primarily by the average of the highest sixty months of pensionable salary in the last ten years of plan service and years of pensionable service. Effective January 1, 2010, the Company closed its defined benefit plan to new members. All employees who joined the Company subsequent to that date became members of a defined contribution plan. For Messrs. Ruhl, Siklos, Soerensen and Winkley, pension benefits are based on the defined contribution formula.

The following tables set out the estimated pension benefits for the CEO and the NEOs. Remuneration covered by the pension plan is based on salary only. Defined benefit pensions are paid as a life annuity to retired employees and continue at 60% thereof to surviving eligible spouses. The pension table excludes any amount payable by the Canada Pension Plan.

Employee Contributions

The defined benefit and the defined contribution components of the Plan currently require employee contributions equal to 6% (integrated with Canada Pension Plan deductions) of the maximum pension adjustment amount.

The disclosures in these tables are based on the same assumptions used to prepare the Company's financial statements.

Defined Benefit Table

Name and Principal Position	Number of Years Credited Service	Annual Benefits Payable		Accrued Obligation At Start of Year	Compensatory Change	Non-compensatory Change	Accrued Obligation at Year End
		At Year End	At Age 65				
Karen Watt, Vice-President, Human Resources	13.58	\$60,700	\$131,400	\$849,000	\$41,300	\$119,800	\$1,010,100

Years of credited service - years of service reflected in calculation of pension accrued as of the end of 2017.

Annual benefits payable at year end - the pension that the executive is entitled to receive, payable at age 65, based on credited service and pensionable earnings up to December 31, 2017.

Annual benefits payable at age 65 - the pension that the executive is projected to receive if the executive remained employed until age 65, but based on pensionable earnings up to December 31, 2017 (i.e.: no projection of growth in pensionable earnings to retirement).

Accrued obligation at end of year - the liability that the Company has accrued in respect of the pension that the executive has earned up to December 31, 2017, based on the assumptions used to determine the pension liabilities as disclosed in the financial statements as of December 31, 2017.

Compensatory change - the increase in the accrued obligation that is attributable to the executive's compensation. The key elements are the cost of the additional benefits accrued in the current year, as well as the impact of changes in the level of the executive's projected earnings at retirement on the accrued obligation for benefits accrued in previous years.

Non-compensatory change - the increase in the accrued obligation that is not related to the executive's compensation such as interest on the accrued obligation and changes in the interest rate used to determine the accrued obligation.

Defined Contribution Table

Name and Principal Position	Accumulated Value At Start of Year	Compensatory Change	Accumulated Value at End of Year
Ken Bloch Soerensen President and Chief Executive Officer	\$125,700	\$60,200	\$209,900
Peter D. Winkley Chief Financial Officer	\$250,100	\$25,600	\$306,900
Gregg A. Ruhl, Chief Operating Officer	\$49,900	\$25,600	\$94,200
Thomas G. Siklos Vice President, Real Estate	\$222,100	\$19,400	\$267,700

Normal Retirement Pension – Defined Benefit Members

Named Executive Officers (“NEO’s”) who are members of the Company’s Defined Benefit Pension Plan (the “DB Plan”) are entitled to an annual pension (the “Annual Pension”) based on the sum of 1.65% of Final Average Pensionable Earnings plus 0.60% of Final Average Pensionable Earnings in excess of Maximum Pensionable Earnings as defined by the Canada Revenue Agency (“CRA”), multiplied by the number of years of pensionable service.

The Annual Pension is paid to NEO's from the Pension Fund (the "Fund") of the Pension Plan for Employees of Algoma Central Corporation (the "Plan") in accordance with the provisions contained in that Plan and from an unfunded non-contributory Supplementary Pension Plan ("SPP"). The amount paid from the SPP is the difference between the Annual Pension and the amount that can be paid under the Company's registered DB Plan formula as prescribed by the limits set by the CRA.

The Defined Benefit table above reflects the combined amounts payable under both the registered pension plan and the unregistered SPP.

Normal Retirement Pension – Defined Contribution Members

Named Executive Officers who are members of the Defined Contribution Pension Plan (the "DC Plan") accumulate a balance in their DC Plan account based on annual contributions calculated using the current defined contribution formula of 12% of Base Salary up to the maximum annual limits as prescribed by CRA.

In addition, these NEOs accumulate a balance in their unregistered non-contributory SPP account based on annual contributions equal to 12% of Base Salary less amounts contributed to the DC Plan. Amounts accumulated in the SPP accrue additional entitlement annually based on the average return earned by the Fund for the year.

Upon normal retirement, NEO's who are members of the DC Plan are entitled to a pension that can be purchased with the accumulated funds in the member's DC Plan account or to transfer an amount equal to the accumulated funds subject to the terms of applicable legislation. Amounts accumulated by the retiring member in the SPP are paid, with interest, over a period of ten years.

The defined contribution table above reflects the accumulated amounts under both the registered pension plan and the unregistered SPP as at December 31, 2017.

Early Retirement Pension

A defined benefit member may retire within 10 years of the earliest age at which an unreduced pension is payable. The accrued defined benefit pension is reduced by 0.5% for each month by which the executive's early retirement date precedes his or her normal retirement date (or age 60 if the member has a minimum of 25 years of service). A member who has a minimum of 25 years of service, and attained age 60 or whose attained age (minimum of 55) plus years of service total a minimum of 85, may retire without any reduction.

There is no limitation on early retirement for defined contribution plan members with respect to their defined contribution plan accumulated funds. For purposes of the SPP, a defined contribution member may take early retirement at any time having attained the minimum age of 55.

Transfer Provision

A transfer provision exists within the Plan, subject to applicable legislation and at the sole discretion of the Company, to allow amounts to be transferred into the Plan from a registered pension plan of a Member's previous employer. At the time of transfer, the Company shall determine the actuarial equivalent lifetime pension provided by the amount of transfer based on the Plan provisions then in effect.

Disclosure of Termination and Change of Control Benefits

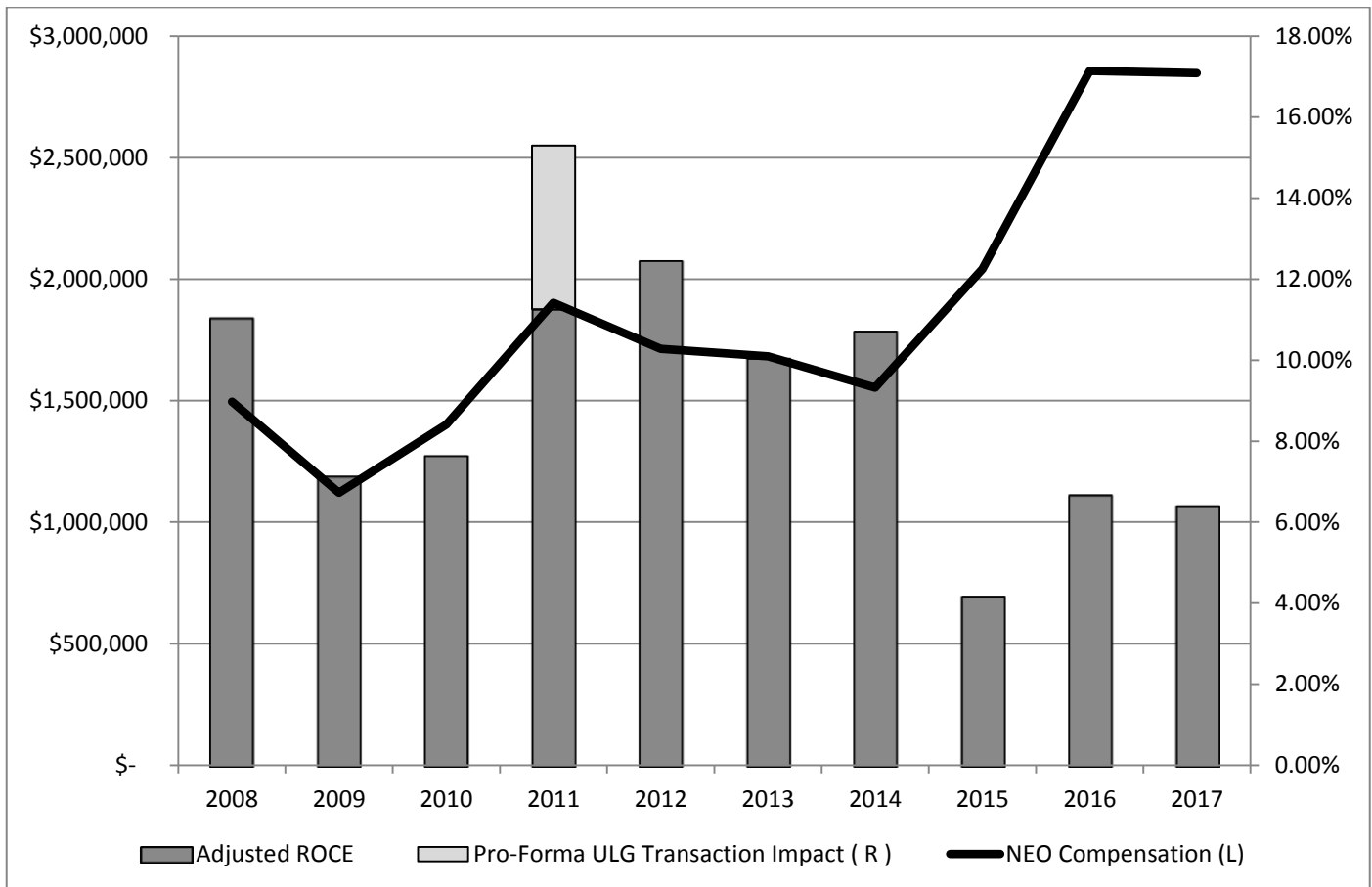
Under the terms of his employment contract, Mr. Soerensen is entitled to termination benefits in the event he is terminated by the Company for reasons other than cause. If terminated after April 1, 2017, Mr. Soerensen is entitled to severance equal to 12 months of average cash compensation plus 1 additional month for each year of service after April 1, 2017. In addition, Mr. Soerensen is entitled to a pro-rata share of annual incentive compensation for the year in which the termination occurs and a continuation of certain benefits for the severance period. Any unvested PSUs will not be forfeited and will vest on their scheduled vesting date. Mr. Soerensen's contract does not contain change of control benefits.

The Company has not entered into any termination or change of control agreements with the CFO or other NEOs.

Performance Graph

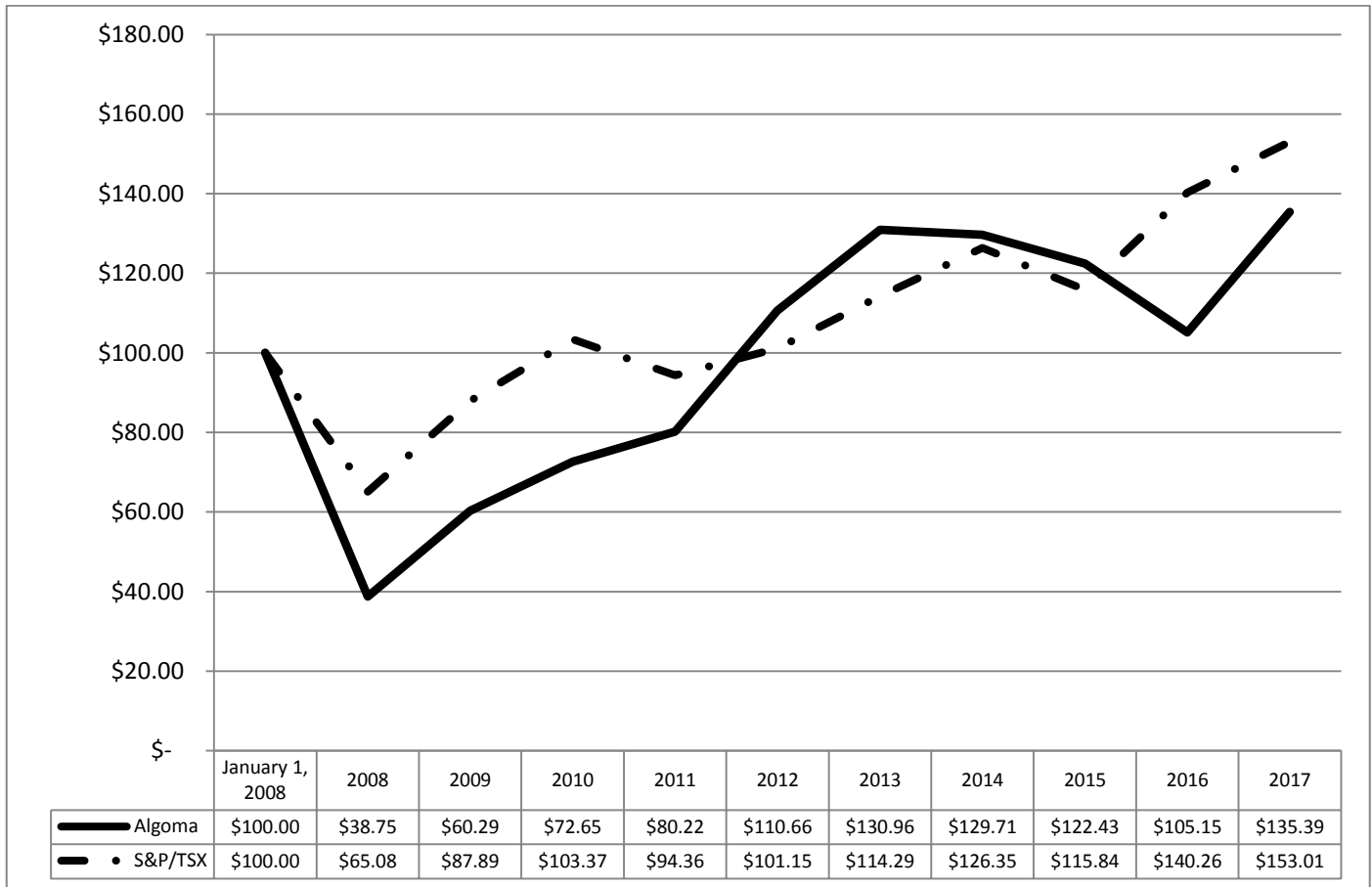
Compensation of the CEO, CFO, and other NEOs includes Base Salaries and Annual Incentive Compensation that is linked to the Adjusted Return on Capital Employed (AROCE), as defined in the 2017 Management's Discussion and Analysis.

The following graph shows the total of Base Salary and Annual Incentive Compensation paid to the CEO, CFO, and other NEOs for the past ten years compared to the Company's AROCE for that same period. As demonstrated by this graph, total compensation for the CEO, CFO, and other NEOs has a correlation to AROCE performance. The Company believes that achieving superior AROCE will drive increases in total shareholder returns over the long term.



The following graph compares changes over the ten years ended December 31, 2017 in the value of \$100 invested at January 1, 2008 in common shares of the Company and in the TSX S&P Composite Index assuming reinvestment of dividends. Over this ten-year period, the Total Shareholder Returns on the S&P/TSX Composite Index has exceeded the Total Shareholder Return on the Company's common shares.

The total compensation of the CEO, CFO, and other NEOs has generally followed a similar trending to the Total Shareholder Return on the Company's common shares over the period. While trending over the ten year period is similar, there is no linkage between Total Shareholder Return and compensation of the CEO, CFO, and other NEOs. During the ten year period ended December 31, 2017, the compound annual growth rate on the Company's Total Shareholder Return was 3.1% and compensation for the CEO, CFO, and other NEOs grew 5.3%.



Compensation of Directors

Members of the Board of Directors are compensated by way of annual retainer, a fee for sitting as a member on or a chair of a committee of the Board, and meeting attendance fees. The Corporate Governance Committee of the Board reviews the compensation of directors annually, recognizing the need for competitive compensation, as well as the risk, workload and time involved in being a director. Typically these Director fees will increase annually by a similar percentage as general staff salary increases for the Company.

During 2017, each director of the Company, was paid \$25,455 per year for serving as a director, \$6,755 per year for each committee of the Board on which the director served, \$5,625 to \$12,880 per year for each committee of the Board of which the director served as Chairman and \$1,895 per meeting of the Board or a committee that the director attended in person or by telephone. The Chairman is paid an annual retainer of \$262,705 and is not entitled to meeting or committee fees. From time to time, the Company invites Board members to attend meetings of management for informational purposes. Members who attend such meetings are paid a fee equal to the per-meeting Board fee.

Name	Fees Earned	Share-based Awards	Option-based Awards	Non-equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total
Richard B. Carty	\$83,620	Nil	Nil	Nil	Nil	Nil	\$73,620
Paul Gurtler	\$57,992	Nil	Nil	Nil	Nil	Nil	\$57,992
E. M. Blake Hutcheson	\$61,705	Nil	Nil	Nil	Nil	Nil	\$61,705
Duncan N. R. Jackman	\$262,705	Nil	Nil	Nil	Nil	Nil	\$262,705
Mark McQueen	\$62,324	Nil	Nil	Nil	Nil	Nil	\$62,324
Clive P. Rowe	\$99,008	Nil	Nil	Nil	Nil	Nil	\$99,008
Harold S. Stephen	\$93,329	Nil	Nil	Nil	Nil	Nil	\$93,329
Eric Stevenson	\$89,245	Nil	Nil	Nil	Nil	Nil	\$89,245

Directors' and Officers' Insurance

The Company maintains directors' and officers' liability insurance with a policy limit of \$10 million in the aggregate subject to certain exclusions and subject to deductibles. Generally, under this insurance the Company is reimbursed for payments made under corporate indemnity provisions on behalf of its directors and officers, and individual directors and officers are reimbursed for losses arising during the performance of their duties for which they are not indemnified by the Company. There is no deductible payable in respect of direct reimbursement of directors and officers and there is a \$75,000 deductible for each loss in respect of corporate reimbursement. The annual premium for such insurance for 2017 was \$17,000.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

General

The primary responsibility for managing the Company lies with the Board, although day-to-day management of the business of the Company is carried out by the Company's officers and employees. The Board sets policies and goals for management of the Company and supervises the implementation of those policies and goals. Certain duties more effectively carried out by a smaller number of director, are delegated to various committees of the Board, which report to the Board with their recommendations.

The Company's Board and its Corporate Governance Committee have carried out a study of the current corporate governance initiatives of Canadian regulators (including National Instrument 58-101) in order to ensure that the Company's approach to corporate governance is current, appropriate and effective. The Board and said Committee are satisfied that the Company's corporate governance practices meet these tests. Specifically, the Corporate Governance Committee is charged with the responsibility of at least annually assessing the effectiveness and contribution of the Board and its committees and the competencies and skills of the Directors and reporting the results of that assessment to the Board of Directors.

Mandate of the Board of Directors

The mandate of the Board is to enhance shareholder value by careful management of the Company's core businesses and by continuously assessing long-range opportunities to expand these businesses.

To this end, the Board sets long-term goals and approves strategic planning and policies established by senior management. At least yearly, the Chief Executive Officer reviews the Company's business plan and makes submissions to the Board. The Board reviews the business plan and management submissions and approves if appropriate.

As part of the annual audit process and the preparation of management's discussions and analysis of financial condition and results of operations contained in the Annual Report to Shareholders, the Audit Committee, in conjunction with management and the auditors appointed by the shareholders of the Company, reviews business risks and how the Company addresses those risks. In addition, as part of their annual audit, the auditors assess the Company's internal control systems and make recommendations to the Audit Committee for its consideration and review. Given the nature of the Company's businesses, no internal auditor has been appointed because the size of the Company would not justify the cost.

The Board, relying on its various committees, appoints and monitors senior management and determines compensation to be paid to senior management. Currently there is no written mandate for the Chief Executive Officer, however the Corporate Governance Committee sets and reviews objectives relating to management of the Company, including asset management, fiscal performance and effective use of human resources with the overall objective of maximizing shareholder value. The Board approves and develops the corporate objectives that the Chief Executive Officer is responsible for meeting. Salaries and bonus allocations to senior management are based in large part on these deliberations.

By establishing and maintaining proper communication channels, the Company ensures that the Board, its committees and management of the Company can carry out their respective functions. Shareholder concerns are addressed by the President and Chief Executive Officer or the appropriate person in the organization. Major corporate decisions are disclosed to the public through timely press releases. The Company has a Policy on Disclosure Controls which is reviewed and approved annually by the Board, through the Audit Committee, to ensure compliance with regulatory requirements.

Position Descriptions

Position descriptions for the Chairman of the Board and the Chairman of each Committee have been established.

The Chairman of the Board is responsible for the administration of the Board and overall corporate governance of the Company, including providing leadership to the Board; setting the agenda and schedules for meetings; chairing Board meetings and the annual meeting of shareholders; and working with the Chief Executive Officer to achieve the goals of the Company.

The primary responsibility of the chair of each Committee is to ensure that the Committee carries out its duties as set out in its mandate, including providing leadership to the Committee; setting the agenda and scheduling meetings; chairing committee meetings; and reporting the deliberations and recommendations of the Committee to the Board of Directors.

Ethical Business Conduct

The Board has adopted a Code of Conduct (the “Code”) for the directors, officers and employees which is available on the Company’s website and is available to the public. The Code and compliance therewith is reviewed and approved regularly by the Board, through the Corporate Governance Committee. The Company also has in place a policy for Employee Complaints on Accounting and Auditing Matters.

Nomination of Directors

The Corporate Governance Committee serves as the Company’s nominating committee. All four directors on the Corporate Governance Committee are independent.

The Corporate Governance Committee is required to review at least annually the size, conduct, composition and structure of the Board and its various committees. The Corporate Governance Committee is responsible for establishing the criteria for selection of new or additional Board members and will identify and recommend potential candidates for such election. The actual decision as to who should be nominated is the responsibility of the full Board after considering the recommendations of the Corporate Governance Committee.

Compensation

The Corporate Governance Committee serves as the Company’s compensation committee. The Corporate Governance Committee reviews and makes recommendations to the Board respecting compensation of directors and senior officers. Compensation of individual directors reflects attendance at Board meetings and participation on committees. The Board reviews from time to time the adequacy and form of compensation of directors to ensure that the compensation realistically reflects the responsibility and risk involved in being an effective director. See Compensation of Directors on page fourteen.

Members of the Corporate Governance Committee have broad experience in business and have dealt with compensation matters in the course of that experience. In addition, Richard B. Carty served as a vice-president of human resources in a previous role.

See also the Statement of Executive Compensation.

Composition of the Board

The Board makes a determination of the status of each director as an independent or non-independent director. Each Board member is required to complete a questionnaire annually, which is designed to assist the Board as a whole in making this determination. A director is “independent” if he or she has no direct or indirect material relationship with the issuer. A “material relationship” is a relationship which could, in the view of an issuer’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgment.

E-L Financial Corporation Limited (“E-L”) and companies acting in concert with it (the “Significant Shareholder”) control in the aggregate 29,340,740 common shares (75.40%) of the Company. Duncan N. R. Jackman, a director of the Company, is a director of E-L and an officer of E-L and Richard B. Carty, a director of the Company, is an officer of E-L. Apart from Messrs. Jackman and Carty, none of the other directors have an interest in or relationships with either the Company or the Significant Shareholder.

Notwithstanding the foregoing, the Board and each director, having individually considered their respective interests and relationship and having received and considered professional advice, have determined that as of February 22, 2018 all directors are independent.

The independent directors do not hold regularly scheduled meetings at which any non-independent directors and members of management are not in attendance. Each regularly scheduled meeting of the Board includes an in-camera session from which all members of management are excluded.

The Board and the Corporate Governance Committee have structured the Board and all of its Committees to have a majority of Directors who do not have such interests in or relationships with the Company or the Significant Shareholder and, accordingly, the composition of the Board fairly reflects the investment in the Company by shareholders other than the Significant Shareholder.

Independence of the Board from management is achieved by separating the functions of the Chief Executive Officer and the Chairman of the Board. The Board has not felt it necessary to exclude the President and Chief Executive Officer from deliberation other than in respect to personal remuneration matters.

The Chairman of the Board is an independent director.

The Board currently consists of eight directors. All sitting directors serve on at least one committee. All directors are able to devote as much time as a director of the Company as is necessary to fulfill the obligations as such. Board members are selected on the basis of the skill and experience they bring to the Company. The Company has not historically provided an orientation or education program for new directors as there is little turnover of members of the Board and all the current Directors have a history of directorship in other public Corporations. Instead, the Company provides necessary education (through management and outside professional advisers) on specific issues as they arise. The Board has on several occasions considered the question of whether the Company should have a formal policy on permitting directors to obtain independent legal advice at the Company's expense should the same be necessary. The Board has decided against having a formal policy in this connection.

Board Effectiveness and Renewal

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. The skills and needs of the Board are regularly discussed by Board members although not as part of a formal assessment process. Algoma has not adopted term limits for Board members; however, the board has a mandatory retirement age of 75.

Algoma has not adopted a written policy relating to the identification and nomination of women directors. The Board's view is that directors are identified and nominated from time to time, regardless of gender, in consideration of the skills and needs of the Board.

Algoma's human resources goal, at the executive level and throughout management, is to recruit and retain the most qualified person for any position. Algoma has not adopted a target regarding women on the issuer's board or in executive positions. Algoma believes its processes are effective at identifying and selecting the best candidate for the position being sought to fill, whether an executive level or a board position. There are no directors who are women. There is one female executive (out of 10, or 10%).

Directorships

In addition to their principal occupations, the following directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer
Duncan N. R. Jackman	Dream Unlimited Corp. Dream Global REIT First National Financial Corporation Labrador Iron Ore Royalty Corporation The Empire Life Insurance Company E-L Financial Corporation Limited Economic Investment Trust Limited
Harold S. Stephen	TD Asset Management Corporate Class Funds
Clive P. Rowe	E-L Financial Corporation The Empire Life Insurance Company

Attendance

The attendance for each director for the ten board meetings and for the committee meetings shown in the table since the beginning of the-most recently completed financial year is as follows:

Name	Board Meetings Attended	Committee Meetings Held	Committee Meetings Attended
Richard B. Carty	10	9	9
Paul Gurtler (1)	4	1	1
E. M. Blake Hutcheson	7	6	4
Duncan N. R. Jackman	9	3	2
Mark McQueen	8	8	6
Clive P. Rowe	9	7	7
Harold S. Stephen	9	11	11
Eric Stevenson	9	5	5

- (1) Mr. Gurtler was elected to the Board of Directors at the May 5, 2017 Annual General Meeting and attended four of eight Board meetings held after his election.

Board Committees

Some duties of the Board are carried out by various committees. This permits individual directors with specific expertise to focus their energies on the tasks that these committees have undertaken; however, ultimate decision-making remains with the full Board on all important matters. Committees report and make recommendations to the Board. Only where the Board feels that it must defer to the special expertise of committee members, or where required by practical considerations, will the Board delegate decision-making on specific issues to a committee. Each Board committee has a charter which is reviewed annually.

Executive Committee

The Executive Committee is composed of two independent directors. The Executive Committee acts as an important link between management and the Board. The main function of the Committee is to review major issues affecting the Company and recommend to the Board actions to be taken in respect to those issues. The Committee decides directly on actions only with respect to issues, if any, which require immediate decision. Such decisions are reviewed at the next meeting of the Board.

Audit Committee

The Company is required to have an Audit Committee. The Audit Committee of the Board is composed of four independent directors and meets four times per year. The mandate of the Audit Committee is to do all things required by applicable securities laws of an audit committee, including the review of annual financial statements of the Company and acting as liaison between the Company and the external auditors. Additional disclosure respecting the Audit Committee is included in the AIF of the Company for the financial year ended December 31, 2017, which is incorporated by reference herein and is filed on SEDAR. Upon request, a copy of the AIF will be provide free of charge to any shareholder or other interested party.

Environmental Health and Safety Committee

The Environmental, Health and Safety Committee of the Board (the "EH&S Committee") is composed of three independent directors. This EH&S Committee receives regular reports from management and meets with management twice each year to review environmental matters. This committee also addresses health and safety issues regarding Company employees.

Corporate Governance Committee

The Corporate Governance Committee is composed of five independent directors. This Committee meets at least three times per year to review corporate governance issues.

The Corporate Governance Committee reviews and makes recommendations to the Board respecting compensation of directors and senior officers, sets criteria for the selection of new directors and recommends nominees to the Board. This Committee also monitors the Company's compliance with all regulatory requirements under applicable pension legislation.

In addition, the Corporate Governance Committee reviews at least annually the size and composition of the Board and its committees to ensure that their respective mandates can be, and are, carried out effectively.

The Corporate Governance Committee has general responsibility for developing, analyzing and reporting to the Board the Company's approach to governance issues. This Committee works closely with the Chief Executive Officer of the Company to consider and develop position descriptions for directors, the Chairman, the Chair of each committee, and the Chief Executive Officer and to define the limits of management responsibilities. The Corporate Governance Committee has been instrumental in the preparation of this statement on the system of corporate governance and will continue to monitor the effectiveness of such practices.

Investment Committee

The Investment Committee is composed of four independent directors and the CEO of the Company. The main function of the Committee is to review Management's investment proposals that are either not core to the Corporation's strategy or within categories of investment parameters previously delegated by the Board. The Committee reviews, provides feedback and approves actions only with respect to investment proposals, if any, which require immediate decision. Such decisions are reviewed at the next meeting of the Board.

OTHER MATTERS

NORMAL COURSE ISSUER BID

On January 23, 2018, the Company filed a notice of intention to make a normal course issuer bid with the TSX advising of its intention to purchase, through the facilities of the TSX, up to 1,927,615 of its Common Shares representing approximately 5% of the 38,552,315 Shares which were issued and outstanding as at the close of business on January 16, 2018 (the "NCIB").

Subject to prescribed exceptions, the Company may purchase up to 1,838 Common Shares per day, representing 25% of the average daily trading volume of 7,353 common shares per day during the six months ending December 31, 2017. The Company may buy back common shares anytime during the 12-month period beginning on January 29, 2018 and ending on January 28, 2019, or on such earlier date as the Company may complete its purchases pursuant to the NCIB, or provide notice of termination. Share purchases under the NCIB will be conducted through the facilities of the TSX and other Canadian marketplaces/alternative trading systems. The actual number of shares purchased, and the timing of any such purchases, will be determined by the Company, in accordance with the rules of the TSX.

The Company is conducting the NCIB because management believes that purchases under the NCIB constitute a desirable use of its funds on the basis that recent market prices of the Common Shares do not, and at certain times during the course of the NCIB may not, fully reflect the value of the Company's business and future business prospects.

The NCIB is being conducted through Cormark Securities Inc.

A copy of the NCIB notice, as amended, may be obtained without charge by contacting the Company.

SHAREHOLDER PROPOSALS

A registered shareholder or beneficial owner of Common Shares may (a) submit to the Company notice of any matter that the person proposes to raise at the next annual meeting of shareholders of the Company (a “**proposal**”); and (b) discuss at the meeting any matter in respect of which the person would have been entitled to submit a proposal, subject to the requirements under section 137 of the *Canada Business Corporations Act*. The Company shall set out such proposal and the accompanying supporting statement, if any, in the management information circular for the next annual meeting of shareholders, provided that the proposal is submitted to the Company at least 90 days before the anniversary date of the notice of meeting that was sent to shareholders in connection with the previous annual meeting of shareholders and satisfies the other requirements of section 137 of the *Canada Business Corporations Act*. No shareholder proposals were received by the Company with respect to the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com or on the Company’s website at www.algonet.com. Copies of the Company’s comparative financial statements and accompanying management discussion and analysis for the fiscal year ended December 31, 2017 are also available on SEDAR or at www.algonet.com. Shareholders may request copies be sent to them free of charge by contacting the Secretary of the Company, Suite 600, 63 Church Street, St. Catharines, ON L2R 3C4. Financial information with respect to the Company is provided in the Company’s comparative financial statements and accompanying management discussion and analysis for the most recently completed financial year.

APPROVAL

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



J. Wesley Newton
Secretary

Toronto, Ontario
February 22, 2018



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