INTERNATIONAL FOREST PRODUCTS LIMITED

Computershare

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Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on May 6, 2014

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**

2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**

6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.

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7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 2:00 PM (Pacific Time) on May 2, 2014.

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Appointment of Proxyholder

I/We, being holder(s) of International Forest Products Limited hereby appoint: Lawrence Sauder, Chairman and Director of the Company, or failing him, Douglas Whitehead, Director of the Company,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of International Forest Products Limited to be held at the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia, on May 6, 2014 at 2:00 PM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For **Against**

1. Number of Directors
To set the number of Directors at 10. ☐ ☐

2. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. DUNCAN K. DAVIES	☐	☐	02. PAUL HERBERT	☐	☐	03. JEANE HULL	☐	☐
04. PETER M. LYNCH	☐	☐	05. GORDON H. MACDOUGALL	☐	☐	06. J. EDDIE MCMILLAN	☐	☐
07. ANDREW K. MITTAG	☐	☐	08. LAWRENCE SAUDER	☐	☐	09. L. SCOTT THOMSON	☐	☐
10. DOUGLAS W.G. WHITEHEAD	☐	☐						

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For **Withhold**

3. Appointment of Auditors
Appointment of KPMG LLP, CHARTERED ACCOUNTANTS as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration. ☐ ☐

For **Against**

4. Advisory Vote on Executive Compensation
BE IT RESOLVED THAT, on an advisory basis only and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in Interfor's Information Circular delivered in connection with the 2014 Annual General and Special Meeting of shareholders. ☐ ☐

5. Share Capital Alteration
BE IT RESOLVED, as a special resolution, that:
a) the Company's Notice of Articles be amended to:
i) eliminate the Class "B" Common shares and the 7% Cumulative Redeemable Convertible Preference shares, Series 1 as outstanding classes of shares;
ii) increase the number of authorized Class "A" Subordinate Voting shares from 100,000,000 to 150,000,000; and
iii) re-designate the Class "A" Subordinate Voting shares as Common Shares in the capital of the Company;
b) any one officer or director of the Company be and is hereby authorized to execute and deliver all documents and do all things as, in the opinion of such director or officer, are necessary or desirable to implement this special resolution, including any filings with the Registrar of Companies (British Columbia) that may be necessary to give effect to this special resolution; and
c) the Board of Directors may make such modifications to the Company's Notice of Articles or Articles as necessary or desirable, in the discretion of the Board of Directors, to give effect to the special resolution approved hereby and the Board of Directors, may in their sole discretion and without further approval from the shareholders, revoke this special resolution or postpone the implementation of this special resolution. ☐ ☐

6. Adoption of New Articles
RESOLVED, as a special resolution, that:
a) the Articles of the Company be altered by deleting and cancelling the Company's existing Articles and adopting new Articles in the form attached as Appendix D to the Company's Management Information Circular dated April 1, 2014, subject to such modifications as are necessary or desirable to give effect to all of the special resolutions passed at this meeting;
b) any one officer or director of the Company be and is hereby authorized to execute and deliver all documents and do all things as, in the opinion of such director or officer, is necessary or desirable to implement this special resolution, including any filings with the Registrar of Companies (British Columbia) that may be necessary to give effect to this special resolution; and
c) the Board of Directors may make such modifications to the Company's Notice of Articles or Articles as necessary or desirable, in the discretion of the Board of Directors, to give effect to the special resolution approved hereby and the Board of Directors, may in their sole discretion and without further approval from the shareholders, revoke this special resolution or postpone the implementation of this special resolution. ☐ ☐

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7. Name Change
RESOLVED, as a special resolution, that:
a) the change of name of the Company from "International Forest Products Limited" to "Interfor Corporation" be and is hereby approved;
b) any one officer or director of the Company be and is hereby authorized to execute and deliver all documents and do all things as, in the opinion of such director or officer, are necessary or desirable to implement this special resolution, including any filings with the Registrar of Companies (British Columbia) that may be necessary to give effect to this special resolution; and
c) the Board of Directors may make such modifications to the Company's Notice of Articles or Articles as necessary or desirable, in the discretion of the Board of Directors, to give effect to the special resolution approved hereby and the Board of Directors, may in their sole discretion and without further approval from the shareholders, revoke this special resolution or postpone the implementation of this special resolution. ☐ ☐

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.