

Canfor Pulp Products Inc.
Notice Of Annual General Meeting Of Shareholders.

To: The Common Shareholders of Canfor Pulp Products Inc.

Notice is hereby given that the Annual General Meeting (the "Meeting") of the Common Shareholders of Canfor Pulp Products Inc. (the "Company") will be held in a virtual-only format conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1756> on Thursday, May 8, 2025 at 11:00 am 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@canforpulp.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 currently scheduled to take place in a virtual-only format conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1756>. 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/1756>.

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.

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.

Table Of Contents

Important Notice	3
Solicitation of Proxies	3
Record Date.....	3
Appointment of Proxyholder and Revocation of Proxies.....	3
Voting of Shares and Exercise of Discretion By Proxyholder	4
Voting By Registered and Non-Registered Shareholders at the Virtual Meeting	4
How to Participate In and Ask Questions at the Meeting	6
Technical Assistance	6
Voting Shares and Principal Holders Thereof	6
Recorded Audio Webcast of Meeting.....	7
Setting Number of Directors	7
Election of Directors.....	7
Executive Compensation – Compensation Discussion and Analysis	12
Director Compensation	12
Indebtedness of Directors and Executive Officers.....	23
Corporate Governance	24
The Board of Directors.....	25
Board Mandate	26
Position Descriptions.....	26
Orientation and Continuing Education	26
Ethical Business Conduct	26
Nomination of Directors.....	27
Compensation.....	27
Board Committees.....	28
Board/Committee Assessments of Effectiveness and Renewal.....	31
Appointment of Auditors	34
Auditor Fees	35
Additional Information	35

Canfor Pulp Products Inc.

Information Circular.

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

Important Notice

The Annual General Meeting (the "Meeting") of the Common Shareholders (the "Shareholders" or the "Common Shareholders") of Canfor Pulp Products Inc. ("CPPI" or the "Company") is currently scheduled to take place in a virtual-only format conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1756> at the time set forth in the notice of the Meeting accompanying this Information Circular. As such, Shareholders will not be able to attend the Meeting in person and the Company strongly encourages all 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/1756>.

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation by the management of CPPI of proxies to be used at the Meeting of the Shareholders to be held virtually via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1756> 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 Shareholders entitled to receive notice of the Meeting. Only Shareholders whose names have been entered in the applicable register of Common Shares of the Company (the "CPPI Shares") at the close of business on March 20, 2025 as a holder of one or more CPPI Shares 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 CPPI 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 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 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 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 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.

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 CPPI Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the 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 CPPI 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, for the nominees of management for election as Directors and for 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 securities. Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the virtual Meeting.

Who is a Registered Shareholder

Registered Shareholders are Shareholders who hold shares in the records of the Company in their own names and can vote by attending and voting those shares at the Meeting or by appointing a proxy holder as described above.

Who is a Non-Registered Shareholder

Non-Registered Shareholders are Shareholders who do not hold CPPI Shares in their own names in the records of the Company. Such CPPI Shares will usually be held 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.

In Canada, all of the CPPI Shares held through intermediaries are registered under the name of CDS & Co. (the registration name for the Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). A Non-Registered Shareholder which receives these Meeting materials from their intermediary must complete and return the voting materials in accordance with the instructions provided by their intermediary as to how to vote the CPPI Shares held by them.

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. By choosing to send these materials to you 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, it 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 CPPI Shares registered in the name of their intermediary, a Non-Registered Shareholder may attend and vote at the virtual Meeting by appointing itself as a proxyholder for its CPPI 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.

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 11:00 a.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 CPPI 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/1756>.

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/1756>.

Step 2: Follow these instructions:

- **Registered Shareholders:** Click "I have a control number/Meeting Access Number" and then enter your control number and password: "canforpulp2025" (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: "canforpulp2025" (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 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 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 Pulp 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 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 Shareholders was held in person, provided that such 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, 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

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.

Furthermore, on the Meeting date, 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, 65,233,559 CPPI Shares, with each CPPI Share carrying the right to one vote. To the knowledge of the

Directors and executive officers of the Company, no person or company owns beneficially, directly or indirectly, or exercises control or direction over, CPPI Shares carrying more than 10% of the voting rights attached to the issued and outstanding CPPI Shares other than as follows:

1. CDS & Co., as the sole registered Shareholder of 65,233,559 CPPI Shares, representing 100% of the total number of issued CPPI Shares. Other than as disclosed herein, the Company has no knowledge as to the beneficial holders of the CPPI Shares held by CDS & Co. which are 10% or more of the outstanding CPPI Shares.
2. Canadian Forest Products Ltd. ("CFP"), which owns 35,776,483 CPPI Shares representing 54.8% of the issued and outstanding CPPI Shares.⁽¹⁾

Note:

(1) CFP is a wholly-owned subsidiary of Canfor Corporation ("Canfor") and James Pattison owns beneficially and/or exercises control or direction over a majority of Canfor's voting securities directly and through corporations wholly owned by him.

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 www.canfor.com until May 8, 2026.

Setting Number of Directors

The size of the Board of Directors of the Company (the "Board") is currently eight, 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 six and will ask the Common Shareholders to approve an ordinary resolution setting the number of Directors at six 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 composed of the six nominees in the list that follows. All of the nominees are currently Directors of the Company. If any of the nominees for election do not stand for re-election or are unable to serve, proxies may be voted for a smaller Board at the discretion of the proxy nominee.

All Directors elected at the Meeting will hold office until the next annual general meeting of Shareholders or until their successors are duly elected or appointed. The Board proposes to nominate for election as Directors at the Meeting the persons listed in the following table. All proposed nominees have consented to be named in this Information Circular and to serve as Directors, if elected.

The following table sets forth the name, province and country of residence, and principal occupation for each proposed nominee for election as Director, including their principal occupations during the past five years. In addition, the table shows the date on which each proposed nominee first became Director of the Company (or its predecessor) and the number of CPPI Shares, beneficially owned, controlled or directed, directly or indirectly, by any proposed nominee and their associates or affiliates as of March 20, 2025. 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.



Craig Armstrong

Edmonton, Alberta
Canada

Age: 73
Director of the Company since 2023

Independent

Key areas of expertise:

- Finance
- Risk
- Operations
- Business

Mr. Armstrong's work in the forest industry began 50 years ago, of which 35 years was at Millar Western Forest Products Ltd. ("Millar Western") where he was President and Chief Executive Officer ("CEO") until his retirement in 2019. Other prior roles included Senior Vice President, Pulp (1992-1998), Executive Vice President (1998-2005), and Executive Vice President and Chief Operating Officer (2005-2010). He also served as Director of Millar Western from 2010-2022, he was the Chair of the Alberta Forest Products Association (AFPA) and he is a former Board member of the Forest Association of Canada, The Sustainable Forest Initiative and the Binational Lumber Trade Council. Mr. Armstrong holds a Bachelor of Commerce – Honors with a Major in Marketing and a Minor in Economics from the University of Saskatchewan.

Millar Western is a Canadian forest products company that produces hardwood and softwood bleached chemi-thermomechanical pulp. In 2022, Canfor acquired Millar Western's solid wood products operations and associated tenure located in Alberta. The transaction included two sawmills and a specialty millworks facility.

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

- None

Board/Committee Membership ¹	Overall Attendance: 100%	
	Attendance at Regular Meetings	
Board	8/8	
Joint Governance and Sustainability	3/3	

	Securities Held	
	March 20, 2025	March 13, 2024
CPPI Shares ⁴	NIL	NIL



The Honourable John R. Baird

Toronto, Ontario
Canada

Age: 56
Director of the Company 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.

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 (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
CPPI Shares ⁴	2,000	2,000



Dieter W. Jentsch

King City, Ontario
Canada

Age: 65
Director of the Company 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, USA 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 (2020 – present)
- Mineros S.A. (April 2021 – May 2024)

Board/Committee Membership ¹	Overall Attendance: 100% Attendance at Regular Meetings	
Board	8/8	
Audit	7/7	
Joint Capital Expenditure	5/5	

Securities Held		
	March 20, 2025	March 13, 2024
CPPI Shares ⁴	NIL	NIL



Norm Mayr
Port Moody, British Columbia
Canada

Age: 70

Director of the Company since 2023

Independent

Key areas of expertise:

- Risk Management
- Finance
- Business Management
- Operations

Mr. Mayr is a retired (October 2016) Audit Partner having spent 38 years in public practice with KPMG LLP. He was the Risk Management and Business Unit Professional Practice Partner for the Greater Vancouver Area practice of KPMG LLP for the most recent 18 years of his career. In this role, Mr. Mayr was responsible for managing risk in the audit practice, and regularly consulted with engagement teams dealing with complex financial reporting, accounting, audit and securities issues for their clients. He has had experience in the mining, forestry, technology, life sciences, retail, industrial markets and cannabis sectors. He served as lead engagement partner or quality review partner on many of KPMG LLP's largest clients in these industries, including several multinational reporting issuers. He has had extensive experience acting for public companies listed in both Canada and the United States. Mr. Mayr was a founding member of the CICA Accounting Standards Board from 1991-1994 and a member of the Canadian Advisory Group to the International Accounting Standards Board from 1994-2000. Mr. Mayr has presented extensively on financial reporting and accounting matters and has been a member and Chair of the Investigation Committee of the Chartered Professional Accountants of British Columbia from 2008-2018.

He currently serves as a Trustee and Board Chair of SIR Royalty Income Fund, a restaurant royalty income fund; a Director and Audit Committee Chair of Kadestone Capital Corp., a real estate company operating in British Columbia Canada; and a Director and Audit Committee Chair of Sunniva Inc.

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

- Next Green Wave Holdings Inc. (2020 – 2022)
- SIR Royalty Income Fund (2021 – present)
- Kadestone Capital Corp. (2020 – present)
- Sunniva Inc. (2017 – present)

Board/Committee Membership¹

Overall Attendance: 100%
Attendance at Regular Meetings

Board	8/8
Audit – Chair	7/7

Securities Held

	March 20, 2025	March 13, 2024
CPPI Shares ⁴	NIL	NIL



Sandra Stuart

Vancouver, British Columbia
Canada

Age: 61

Director of the Company since 2021

Independent

Ms. Stuart was appointed to the Board of Directors for the Company and Canfor 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 (2021 – present)
- DRI Healthcare Trust (2021 – March 2025)
- TELUS Digital International (Cda) Inc. (2021 – present)
- Bank of Nova Scotia (2023 – present)
- HSBC Canada (2011 – 2020)

Board/Committee Membership¹

Overall Attendance: 100%
Attendance at Regular Meetings

Board	8/8
Joint Environmental, Health & Safety	4/4
Joint Governance and Sustainability	3/3

Key areas of expertise:	Securities Held		
	CPPI Shares ⁴	March 20, 2025	March 13, 2024
		NIL	NIL

	Ms. Yurkovich is the President and CEO of Canfor. 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 Canfor 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, 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. <i>Other public company board/committee memberships in the past five years:</i> • Canfor (2025 – present) • Centerra Gold Inc. (2018 – present)		
Susan Yurkovich Vancouver, British Columbia Canada Age: 59 Director of the Company since 2025 Non-Independent³ <i>Key areas of expertise:</i> • Business Leadership • Environment & Regulatory • Human Resources / Compensation • Government Relations • International Business • Risk Management			
Board/Committee Membership¹		Overall Attendance: 100%⁽³⁾ Attendance at Regular Meetings	
Board		2/2⁽³⁾	
Securities Held			
CPPI Shares ⁽⁴⁾		March 20, 2025 NIL	March 13, 2024 N/A

Notes:

* As the Chairman, Mr. Baird attends the Committee meetings as ex officio member.

1. All Committees of the Company, other than the Audit Committee, have as members one or more directors of Canfor and are joint committees with Canfor. 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" and "Board Committees" below and Canfor's Information Circular dated March 20, 2025 which can be found on SEDAR+ at www.sedarplus.ca.
2. With respect to Ms. Yurkovich, reference is made to "The Board of Directors - Independence" below.
3. Joined the Board as at January 1, 2025, therefore only eligible to attend meetings held after that date.
4. The number of CPPI Shares held by each nominee refers only to common shares of the Company and does not include Common Shares of Canfor ("Canfor Corporation Shares"), the Company's parent company, held by the nominee. In particular, as at the date hereof: Mr. Baird holds 22,024 Canfor Corporation Shares, Mr. Jentsch holds 20,000 Canfor Corporation Shares and Ms. Yurkovich holds 60,000 Canfor Corporation Shares.

For additional information regarding current 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 Messrs. Jentsch and Mayr.

On June 22, 2020, Mr. Mayr was a director of Sunniva Inc. ("Sunniva"), which received a cease trade order issued by the British Columbia and Ontario Securities Commissions resulting from Sunniva failing to file its audited financial statements, related management discussion and analysis and related certifications for the financial year ended December 31, 2019. The cease trade order continues to be in effect at the date of this Information Circular. On October 18, 2020, Sunniva voluntarily filed for, and obtained, creditor protection under the Companies' Creditors Arrangement Act ("CCAA") pursuant to an initial order from the Supreme Court of British Columbia. On June 18, 2021, Sunniva, pursuant to an order made by the Supreme Court of British Columbia on February 11, 2021, implemented the Amended and Consolidated Plan of Compromise and Arrangement, and was discharged and released from the CCAA proceedings.

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.

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:

- Kevin Edgson, former President and CEO;
- Stephen Mackie, President and CEO;
- Patrick Elliott, CFO and former Senior Vice President, Sustainability (now CFO and Corporate Secretary);
- David Calabrigo, former Corporate Secretary; and
- Brian Yuen, Vice President, Pulp & Paper Sales and Marketing.

Effective as of November 1, 2024, Mr. Edgson ceased to be the President and CEO of the Company and Mr. Mackie was appointed to hold those offices in his place. Following such changes, no additional officers were appointed to executive officer positions.

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 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 Shareholder interests; 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 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.

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.

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 2023 and 2022, Canfor 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 Canfor and the Company.

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 – 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 with 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:

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

The Incentive Target is 100% of base salary earnings for the CEO and all first level executives of the Company, which include the NEOs, Messrs. Edgson (prior to November 1, 2024 when Mr. Edgson ceased to be President and CEO of the Company), Mackie, Elliott, and Calabrigo (who has since retired from the Company effective as of the end of December 31, 2024 and is therefore no longer an officer of the Company), and 65% for all second level executives of the Company, which includes the NEO, Mr. Yuen.

The three 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 partially reached 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 all components resulted in a cumulative score of 24% of target before the application of the Individual Performance factor.

Discretionary Performance Awards

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

For 2024, in recognition of the nature and extent of Mr. Yuen's at-risk compensation, the Board, as recommended by the MRCC, determined to grant a discretionary award of \$18,525 to Mr. Yuen for having a direct positive impact on the Company's performance, without exposing the Company to excessive risks in its market positioning despite extremely challenging market conditions.

Retention Awards

The MRCC also has the ability to grant discretionary retention awards, on the recommendation of the CEO. These cash-based awards are granted to incentivize and secure the continued service of key executives to remain with the Company to maintain operational stability.

In September 2024, the MRCC approved a retention award for Mr. Yuen in the amount of \$145,000 to be paid on December 31, 2025 subject to his continuous employment with the Company.

In 2024 and 2023, in accordance with Mr. Edgson's employment agreement, he was paid \$300,000 for each year after completing his first and second anniversaries, respectively, with the Company.

Employee Share Purchase Plan

The Company has an employee share purchase plan (the "Employee Purchase Plan") for employees of the Company, including all of the Named Executive Officers. The Employee Purchase Plan was originally approved in May 2007. 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 the Company 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 outstanding CPPI Shares. All regular employees of the Company are eligible to participate in the Employee Purchase Plan. 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 CPPI 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 CPPI Shares will be issued from treasury under the Employee Purchase Plan. All cash

dividends received by the Trustee in respect of CPPI Shares held in the Employee Purchase Plan will be reinvested by the Trustee in additional CPPI 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 is the former 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;
- 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 Canfor Southern Pine Inc. and as such obtained experience in addressing compensation matters.

Messrs. Barrington-Foote, Ross and Smith were also members of the Audit Committee of Canfor in 2024. Mr. Stinson is a member 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), Mr. Stinson will retire from the Board at the date of the Meeting and will not be eligible for re-election. Pursuant to Canfor's board renewal policy, Mr. Smith will also be retiring from the board of directors from Canfor as at the date of Canfor's annual general meeting to be held on May 8, 2025. For more information regarding Canfor's board renewal policy, see Canfor's Information Circular dated March 20, 2025 which can be found on SEDAR+ at www.sedarplus.ca.

Compensation Governance

The MRCC and the Audit Committee 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 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 as of 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 in determining 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 AWARDS (\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		PENSION VALUE (\$)	ALL OTHER COMPENSATION (\$) ^[3,4]	TOTAL COMPENSATION (\$)
					Annual Incentive Plans ^[1,2]	Long-Term Incentive Plans			
Kevin Edgson ^[6]	2024	505,385	-	-	288,000	-	58,154	1,455,57	2,307,113
Former President and	2023	600,000	-	-	780,000	-	93,659	4	
Chief Executive Officer	2022	438,462	-	-	342,000	-	70,563	162,572	1,636,231
								103,107	954,132
Stephen Mackie ^[7]	2024	N/A	-	-	N/A	-	N/A	N/A	N/A
President and Chief	2023	N/A	-	-	N/A	-	N/A	N/A	N/A
Executive Officer	2022	N/A	-	-	N/A	-	N/A	N/A	N/A
Patrick Elliott ^[5]	2024	N/A	-	-	N/A	-	N/A	N/A	N/A
CFO and former	2023	N/A	-	-	N/A	-	N/A	N/A	N/A
Senior Vice President, Sustainability (now CFO and Corporate Secretary)	2022	N/A	-	-	N/A	-	N/A	N/A	N/A
David Calabrigo ^[5]	2024	N/A	-	-	N/A	-	N/A	N/A	N/A
Former Corporate	2023	N/A	-	-	N/A	-	N/A	N/A	N/A
Secretary	2022	N/A	-	-	N/A	-	N/A	N/A	N/A
Brian Yuen	2024	285,000	-	-	85,215	-	41,200	22,673	434,088
Vice President, Pulp &	2023	285,000	-	-	131,560	-	56,200	29,115	501,875
Paper Sales and Marketing	2022	275,000	-	-	212,950	-	14,000	17,795	519,745

Notes:

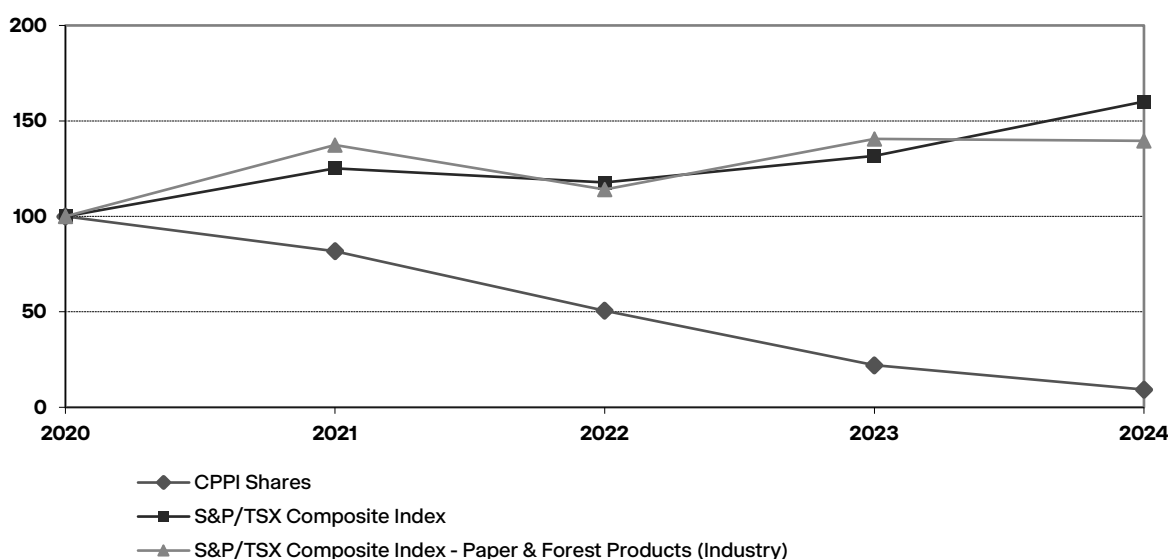
¹ Mr. Yuen participates in the Exec-STIP. Prior to Mr. Edgson's termination of employment with the Company effective as of the end of the day on October 31, 2024, he also participated in the Exec-STIP. See "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Performance-Based Awards – Exec-STIP" above. In respect of the year 2024, these amounts include amounts paid under the Exec-STIP and for Mr. Yuen the amounts include a one-time discretionary award of \$18,525, as discussed in this Information Circular. See "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Discretionary Performance Awards" above. In respect of the year 2023, these amounts include amounts paid under the Exec-STIP and for Mr. Yuen the amounts include a one-time discretionary award of \$13,000, as discussed in "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Discretionary Performance Awards" of the Company's Information Circular dated March 13, 2024 which can be found on the Company's profile on SEDAR+ at www.sedarplus.ca. In respect of the year 2022, these amounts include amounts paid under the Exec-STIP and for Mr. Yuen the amounts include a one-time discretionary award of \$120,000, as discussed in "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Discretionary Performance Awards" of the Company's Information Circular dated March 13, 2023 which can be found on the Company's profile on SEDAR+ at www.sedarplus.ca.

- ² Mr. Edgson was paid \$300,000 in 2023 as part of a discretionary retention award, as discussed in this Information Circular. See "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Retention Awards" above.
- ³ 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 an automobile lease, financial counselling, and club membership.
- ⁴ For all Named Executive Officers, except Messrs. Mackie, Elliott and Calabrigo, these amounts may include flexible pension allocations, medical and life insurance benefits and other items not included in the perquisite plan.
- ⁵ Compensation for 2024 for each of Messrs. Elliott and Calabrigo was paid by Canfor under an arrangement whereby, 15% (\$165,326) of Mr. Elliott's and 15% (\$159,497) of Mr. Calabrigo's total compensation is paid by the Company. Under such arrangement, for 2023, 20% was paid for Messrs. Elliott and Calabrigo. In 2022, the Company paid 20% and 25% of the total compensation of Mr. Elliott and Mr. Calabrigo respectively. Mr. Elliott participates and, prior to his retirement effective as of January 1, 2025, Mr. Calabrigo participated in Canfor's Executive Short-Term Incentive Plan. Mr. Elliott does not, and prior to his retirement as of January 1, 2025, Mr. Calabrigo did not participate in the Exec-STIP.
- ⁶ Mr. Edgson commenced his employment with the Company on March 15, 2022 and his last date of employment with the Company was on October 31, 2024. As such, amounts reported in respect of 2024 for Mr. Edgson reflect his total compensation from January 1, 2024 to October 31, 2024, and any additional payments payable in connection therewith, including a \$300,000 discretionary payment and a \$600,000 payment in accordance with Mr. Edgson's employment agreement. Both additional payments were triggered upon Mr. Edgson's termination and are payable as bi-weekly payments until November 29, 2026.
- ⁷ Mr. Mackie was appointed CEO effective as of November 1, 2024. As of November 1, 2024, compensation for 2024 for Mr. Mackie was paid by Canfor under an arrangement whereby 33% (\$71,873) of Mr. Mackie's total compensation for 2024 was paid by the Company. In 2023 and 2022, Mr. Mackie's total compensation was paid entirely by Canfor. For more information in respect of Mr. Mackie's compensation in 2022 and 2023, see "Executive Compensation – Compensation Discussion and Analysis – Summary Compensation Table" of Canfor's Information Circular dated March 13, 2024 which can be found on Canfor's profile on SEDAR+ at www.sedarplus.ca.

Performance Graph

The following graph compares the total cumulative return for \$100 assuming investment in the CPPI Shares made on January 1, 2020 and assuming the reinvestment of dividends, with the cumulative total shareholder return of the S&P/TSX Composite Index and S&P/TSX Composite Index - Paper & Forest Products (Industry) ending on December 31, 2024.

Five-Year Cumulative Total Return



	2020	2021	2022	2023	2024
CPPI Shares	100	82	51	22	9
S&P/TSX Composite Index	100	125	118	132	160
S&P/TSX Composite Index - Paper & Forest Products (Industry)	100	137	114	141	140

Note: Dividends declared on CPPI Shares are assumed to have been reinvested at the market price on their payment date. The S&P/TSX Composite Index, the S&P/TSX Composite Index - Paper and Forest Products (Industry).

In 2024, the CPPI Shares were outperformed by the S&P/TSX Composite Index and the S&P/TSX Composite Index – Paper & Forest Products (Industry). For more information on ROIC and the assessment of the Company's corporate performance prior to 2021, 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)", "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Canfor Pulp Salaried Incentive Plan (PSIP)", and "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Senior Management Incentive Plan (SMIP)", each of which is incorporated by reference herein.

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 bonuses. Changes in accrued pension liabilities for the Named Executive Officers are summarized in the following table.

NAME	Number of years credited service (#)	ANNUAL BENEFITS PAYABLE (\$)		Opening present value of defined benefit obligation (\$) ^[4]	Compensatory change (\$) ^[5]	Non-compensatory change (\$) ^[6]	Closing present value of defined benefit obligation (\$) ^[7]
		At year end ^[2]	At age 65 ^[3]				
Patrick Elliott^[1] CFO and former Senior Vice President, Sustainability (now CFO and Corporate Secretary)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
David Calabrigo^[1] Former Corporate Secretary	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Brian Yuen^[8] Vice President, Pulp & Paper Sales and Marketing	8.58	\$44,300	\$44,300	\$539,000	(\$11,000)	\$17,000	\$545,000

Notes:

¹ Pensions for Mr. Elliott are, and, prior to his retirement from the Company effective as of the end of the day of December 31, 2024, Mr. Calabrigo were, provided by Canfor.

² Annual lifetime benefit accrued as of December 31, 2024 based on credited service and actual pensionable earnings at December 31, 2024.

³ Annual lifetime benefit payable at age 65 based on credited service projected to age 65 and actual pensionable earnings at December 31, 2024.

⁴ 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.

⁵ The compensatory change includes the service cost, plus the impact of actual 2024 pensionable earnings that differ from the estimated earnings.

⁶ The non-compensatory change includes interest on the obligation, changes in assumptions and employee contributions to the flexible pension option.

⁷ As of the plan measurement date at the end of the year (December 31, 2024), using assumptions as at December 31, 2024 selected by the Company for the 2024 year-end disclosures under international accounting standards.

⁸ Mr. Yuen became a member of the defined contribution plan effective January 1, 2006 and concurrently ceased to accrue future credited service under the defined benefit plan, and as a result, his service cost is nil. His pension under the defined benefit plan will be based on his final average earnings, including earnings while a member of the defined contribution plan.

Defined Contribution Plan

The Company provides defined contribution pension benefits to certain 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.

NAME	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Non- Compensatory (\$)	Accumulated Value at Year End (\$)
Stephen Mackie ^[1] President & Chief Executive Officer	N/A	N/A	N/A	N/A
Kevin Edgson ^[2] Former President & Chief Executive Officer	\$225,644	\$58,154	\$54,769	\$338,567
Brian Yuen Vice President, Pulp & Paper Sales and Marketing	\$886,574	\$52,200	\$157,206	\$1,095,980

Notes:

1 Pensions for Mr. Mackie are provided by Canfor.

2 Pension for Mr. Edgson reflect total contributions from January 1, 2024 to October 31, 2024.

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 this section and 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 and as set out below, there were no meeting fees payable to Directors.

New Annual Director Compensation Structure

	Fees
Annual Board Chair retainer	\$18,750
Annual Board retainer	\$100,000
Annual Committee Chair retainer (Audit)	\$20,000
Annual Committee Chair retainer (Joint Capital Expenditure)	\$5,000
Annual Committee Chair retainer (Other Committees)	\$10,000

In contrast to CPPI's other committees, the Chair of the Audit Committee receives a \$20,000 retainer. In respect of the Joint Capital Expenditure Committee (the "Capex Committee") with Canfor, the Capex Committee Chair receives a \$5,000 retainer. The Company and Canfor pay fees to each of their

representatives on the Capex Committee except where such representative sits on both the Canfor Board and the Company Board, then the fee is split 50/50 between the two companies.

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.

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) (2)}
	Board \$	Board Chair \$	Committee Chair \$	\$
John Baird	100,000	18,750	N/A	118,750
Dieter Jentsch	100,000	N/A	N/A	100,000
Conrad Pinette	100,000	N/A	N/A	125,000
William Stinson	100,000	N/A	5,000	105,000
Sandra Stuart	100,000	N/A	N/A	100,000
Norm Mayr	100,000	N/A	20,000	157,750
Craig Armstrong	100,000	N/A	N/A	132,750
Donald Kayne (3)	NIL	NIL	NIL	NIL
John Baird	100,000	18,750	N/A	118,750
Dieter Jentsch	100,000	N/A	N/A	100,000

Notes:

(1) Before deduction of applicable taxes.

(2) 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.

(3) As a Director who was also a member of the management of Canfor prior to his resignation as at December 31, 2024, Mr. Kayne did not receive Director's or committee fees.

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
Joint Management Resources and Compensation	6

Director's Share Ownership Expectations

The Company does not have any minimum share ownership expectations for members of the Board.

Indebtedness of Directors and Executive Officers

During the most recently completed financial year and as at March 20, 2025, 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.

Corporate Governance

Introduction

National Instrument 58-101 *"Disclosure of Corporate Governance Practices"* ("NI 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. Updates are provided to the Board throughout the year.

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. 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 eight 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 and does not exercise any management functions for either the Company or Canfor. 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. In 2024, no advisors were engaged on behalf of individual Directors.

Of the six 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 with the result being that a majority of the nominees are independent as defined in NI 58-101. Ms. Yurkovich is not independent due to her current position as President and CEO of Canfor, the controlling Shareholder 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 and Mr. Stinson is a director of Canfor and Westshore Terminals Investment Corporation.

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. 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, as part of each Board meeting, hold *in camera* sessions without the presence 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 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 2022, 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. 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 canforpulp.com.

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 sedarplus.ca and on the Company's website at canfor.com/company/leadership 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). Four of the persons who are nominees for the Board are nominees for the board of directors of Canfor, the Company's controlling shareholder.

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 WTW to assist the MRCC in determining the Company's compensation levels. For 2022 and 2023, Canfor paid the fees payable to WTW in respect of such services.

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. 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. These Committees meet jointly to deal with issues that relate to the Company and Canfor. All Board Committees are composed of a majority of independent members, except the Audit Committee, which is composed entirely of independent Directors.

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 canfor.com/company/leadership.

Any actual or perceived conflicts of interest between the Company and Canfor 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 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 internal and external 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.

The Audit Committee is composed of three independent Directors of the Company: Messrs. Mayr, Pinette and Jentsch. As discussed further under "Board/Committee Assessments of Effectiveness and Renewal – Board Renewal" below, pursuant to the Board Renewal Policy, Mr. Pinette will retire from the Board as at the date of the Meeting and will not be eligible for re-election.

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 is incorporated by reference herein and which is available on SEDAR+ at 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 sustainable development in all its 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 two women of the six nominees (33% 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 and one member is a director of Canfor 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 of Canfor and only one member is a director of both the Company and Canfor. The non-independent members of the MRCC are Messrs. Barrington-Foote and Stimpson, directors of Canfor.

The MRCC does not institute any special measures to ensure the objectivity of the committee's decisions, other than ensuring Messrs. Barrington-Foote and Stimpson abstain from any decisions relating to consideration of their respective compensation, independence, committee memberships or roles on the board of Canfor, particularly in view of the board of directors of Canfor'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. For more information on such determination made by the board of directors of Canfor, see Canfor's Information Circular dated March 20, 2025 which can be found on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca).

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, one member is a director of both the Company and Canfor, and two members are directors of Canfor only. The non-independent member of the EH&S Committee is Mr. Stimpson, director of Canfor.

Joint Capital Expenditure 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. 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, three members are directors of both the Company and Canfor, and two members are directors of Canfor only. The non-independent member of the Capex Committee is Mr. Dahl, director of Canfor.

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 and/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 or 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, six nominees will stand for election as Directors, all 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 www.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 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 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, Canfor and its subsidiaries at both the Board and senior management levels, with diversity in relation to other employees of the Company, Canfor 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 two women on the Board (an increase from 2024), representing 25% of the Board. If all nominee Directors are appointed to the Board at the Meeting, 33% of the Board will be women.

With respect to the workplace, the Company has established a Diversity Council within the Company, Canfor 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 and Canfor 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% (together with new hires of Canfor, its parent company) of its new hires to be from under-represented groups by 2025 (with that target rising to 50% by 2030). In 2024, 43% of Canfor and 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 seeks to embed sustainability into its business by setting and reporting on its ESG performance and targets, as well as identifying the risks and opportunities of its business. The Company believes this encourages a robust examination of priorities and the establishment of challenging but achievable targets. The results of these processes are reported based on a number of third-party frameworks recognized by stakeholders, investors and regulators, such as the Global Reporting Initiative Standards; the recommendations of the Task Force on Climate-related Financial Disclosures; and the Sustainability Accounting Standards Board Standards. Additionally, on a voluntary basis, the Company, together with Canfor, calculates its consolidated manufacturing and corporate Scope 1 and 2 greenhouse gas ("GHG") emissions annually for all of its facilities in Canada in accordance with Greenhouse Gas Protocol developed by the World Business Council for Sustainable Development and World Resource Institute. In choosing its reporting methodologies, the Company seeks to align itself in a manner consistent with ongoing developments in Canadian and global regulatory requirements and expectations.

To detail progress on its sustainability goals and targets, the Company publishes an annual sustainability report regarding climate change and other ESG matters. All reports are prepared jointly with Canfor. A copy of the 2024 Sustainability Report will be available at the Company's website at www.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 auditors of the Company for the last two fiscal years, was approximately \$1.2 million. Fees listed below were for audit, tax, financial and other verification audits.

External Auditor Service Fees (000s)	2024	2023
Audit Fees ⁽¹⁾	\$433	\$423
Audit-Related Fees ⁽²⁾	-	-
Tax Fees ⁽³⁾	-	-
All Other Fees ⁽⁴⁾	\$201	154
Total Fees	\$634	\$575

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 and tax consulting services.

(4) For fees other than the fees reported in items (1) to (3) including services related to chain of custody and greenhouse gas offset projects.

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 Chairman 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

