

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 at the office of Canfor Corporation, the Company’s parent company, located at 100-1700 75th West Avenue, Vancouver, British Columbia, V6P 6G2 on Wednesday, April 23, 2020, at 12:30 pm for the following purposes:

1. To receive and consider the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2019 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 19th day of March 2020.

By Order of the Board of Directors

David M. Calabrigo, QC
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 www.canfor.com/investor-relations/reports or upon request at annualreport@canforpulp.com. The Annual Report includes consolidated financial statements of the Company for the year ended December 31, 2019 and the auditors’ report thereon and the Management’s Discussion and Analysis of Financial Condition and Results of Operations of the Company.

A Common Shareholder who is unable to attend the Meeting in person and who wishes to ensure that its shares will be voted at the 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.

In light of ongoing concerns related to the spread of COVID-19, only registered shareholders, non-registered shareholders who have followed the procedures described in this Information Circular and their

proxy holders will be entitled to be in attendance at the Meeting. To further mitigate the risk of the spread of this virus, the Meeting is to be made available by live webcast and by teleconference call and all Common Shareholders are encouraged not to attend but to vote on the matters at the Meeting by proxy, appointing a management proxyholder to limit the number of attendees, and view the Meeting online via the webcast or listen to the Meeting by way of teleconference call. A Common Shareholder who does not attend the Meeting in person may view the Meeting by webcast or listen to the Meeting by way of teleconference call, in each case commencing at 12:30 pm (Vancouver time) on April 23, 2020; **however, such Common Shareholders will not be able to vote or speak at, or otherwise participate in, the Meeting via the webcast or teleconference call.** A Common Shareholder who does not attend the Meeting may however also submit questions to the Company in advance of the Meeting by email which will, subject to shareholder verification by the Company and confirmation of the relevance and subject matter, be addressed at the Meeting. Webcast, teleconference call and email details are set out in the Information Circular which accompanies this Notice of Annual General Meeting. Following the Meeting, the webcast of the Meeting will also be accessible on the Company's website at www.canfor.com until April 23, 2021.

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CANFOR PULP PRODUCTS INC.

INFORMATION CIRCULAR

Dated as of March 19, 2020
(except as otherwise provided)

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation by the management of Canfor Pulp Products Inc. (“CPPI” or the “Company”) of proxies to be used at the Annual General Meeting (the “Meeting”) of the Common Shareholders of the Company (the “Shareholders”) to be held at the time and place 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 19, 2020 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 19, 2020 as a holder of one or more CPPI Shares of the Company is entitled to attend and vote at the Meeting in person 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 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, or complete a similar form of proxy.** The proxy will not be valid unless the completed form of proxy is delivered to AST Trust Company (Canada), Suite 1600, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1, or the Corporate Secretary of the Company, not less than twenty-four (24) 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 of the Company 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 delivered to the registered office of the Company at any time up to and including the last business day preceding the Meeting or delivered to the Chairman of the Meeting prior to the Meeting on the day of the Meeting.

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 setting the number of Directors at six, for the nominees of management for election as Directors and for the appointment of KPMG LLP as auditors.

Registered Shareholders 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.

VOTING BY NON-REGISTERED SHAREHOLDERS

These securityholder materials are being sent to both registered and non-registered owners of the Company's securities. Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.

CPPI Shares not held by Shareholders in their own names in the records of the Company ("Non-Registered Shareholders") 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 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 a Non-Registered Shareholder does not complete and return the materials in accordance with these instructions, it may lose the right to vote at the Meeting, either in person or by proxy. Non-Registered Shareholders who have questions or concerns regarding any of these procedures should contact their intermediary directly.

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.

Although Non-Registered Shareholders may not be recognized directly at the Meeting for the purposes of voting CPPI Shares registered in the name of their intermediary, a Non-Registered Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity by indicating as such in completing the materials in accordance with the voting instructions.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As at March 19, 2020, the Company has outstanding and entitled to be voted at the 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.

During 2019, the Company purchased 17,200 CPPI Shares pursuant to a normal course issuer bid which commenced on March 7, 2018, which was renewed again in 2019 and commenced on March 7, 2019. CPPI did not renew the normal course issuer bid for 2020. For additional information regarding these normal course issuer bids, see the section of the Company’s Annual Information Form dated February 20, 2020 entitled “Business of CPPI – Other Significant Events – Normal Course Issuer Bid.”

MEETING WEBCAST AND TELECONFERENCE CALL

In light of ongoing concerns related to the spread of COVID-19, only registered shareholders, non-registered shareholders who have followed the procedures described in this Information Circular and their proxy holders will be entitled to be in attendance at the Meeting. To further mitigate the risk of the spread of this virus, the Meeting is to be made available by live webcast and by teleconference call and all Common Shareholders are encouraged not to attend but to vote on the matters at the Meeting by proxy, appointing a management proxyholder to limit the number of attendees, and view the Meeting online via the webcast or listen to the Meeting by way of teleconference call. A Common Shareholder who does not attend the Meeting in person may view the Meeting by webcast on the Canfor Corporation website at www.canfor.com or listen to the Meeting by way of teleconference call using the dial-in access instructions below, in each case commencing at 12:30 pm (Vancouver time) on April 23, 2020; **however, such Common Shareholders will not be able to vote or speak at, or otherwise participate in, the Meeting via the webcast or teleconference call.** A Common Shareholder who does not attend the Meeting may however also submit questions to the Company in advance of the Meeting by email at communications@canfor.com which will, subject to shareholder verification by the Company and confirmation of the relevance and subject matter, be addressed at the Meeting.

For teleconference call access, please dial:

1-647-798-0132 TORONTO LOCAL / 1-855-699-3239 CANADA/US TOLL FREE

Meeting number (access code): 802 973 687

Following the Meeting, the webcast of the Meeting will also be accessible on the Canfor Corporation’s website at www.canfor.com until April 23, 2021.

SETTING NUMBER OF DIRECTORS


The size of the Board of Directors of the Company (the “Board”) is currently five, all of whom were appointed at the Company’s Annual General Meeting in 2019. Pursuant to the Articles of the Company, 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, other than Mr. Jentsch. 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 19, 2020. A record of attendance at meetings of the Board and its committees during the twelve months ended December 31, 2019 is also noted below.

 <p>Conrad A. Pinette</p> <p>Vancouver, British Columbia Canada</p> <p>Age: 80</p> <p>Director of the Company since 2012</p> <p>Independent</p> <p><i>Key areas of expertise:</i></p> <ul style="list-style-type: none"> • Business Management • Compensation • Operations • Governance • Risk Management 	<p>Mr. Pinette is the Chair of the Board of the Company and a Director and the Chair of the Board of Canfor. He is also currently a member and Chairman of the Vancouver General Hospital and University of British Columbia Prostate Advisory Board.</p> <p>Mr. Pinette's work in the Canadian forest industry began 55 years ago as an owner and President of a family lumber business, Pinette & Therrien Mills Ltd. Mr. Pinette has also served as Executive Vice President, Tolko Industries Ltd. (2005), Executive Vice President, Riverside Forest Products Limited (2004) and served as President and Chief Operating Officer of Lignum Limited from January 1990 to April 2004. Mr. Pinette is the former Chairman of Finning International Inc. and a former Director of Gold Canyon Resources Inc., TimberWest Forest Corp, Northgate Minerals Corporation, A&W Revenue Royalties Income Fund, Finning International Inc. and the British Columbia Business Council.</p> <p><i>Other public company board/committee memberships in the past five years:</i></p> <ul style="list-style-type: none"> • Canfor (2008 – present) 						
	<p>Overall Attendance: 100%</p>						
	<p>Board/Committee Membership¹</p>						
	<p>Attendance at Regular Meetings</p>						
	<p>Board - Chair*</p> <p style="text-align: right;">4 / 4</p>						
<p>Securities Held</p>							
<p>CPPI Shares⁴</p>	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center; border-bottom: 1px solid black;">March 19, 2020</th> <th style="width: 20%; text-align: center; border-bottom: 1px solid black;">March 29, 2019</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">4,000</td> <td style="text-align: center;">4,000</td> </tr> </tbody> </table>		March 19, 2020	March 29, 2019		4,000	4,000
	March 19, 2020	March 29, 2019					
	4,000	4,000					



Stan E. Bracken-Horrocks, FCA

Kelowna, British Columbia
Canada

Age: 76

Director of the Company since 2010

Independent

Key areas of expertise:

- Business Management
- Compensation
- Financial
- Risk Management

Mr. Bracken-Horrocks is a retired partner of PricewaterhouseCoopers LLP.

Mr. Bracken-Horrocks has been a Director of the Company since 2010 (and its predecessor since 2006). Mr. Bracken-Horrocks held various leadership positions during his career with PricewaterhouseCoopers LLP, including Global Leader of its Forest and Paper Industry practice. As a member of the Canadian Institute of Chartered Accountants, Mr. Bracken-Horrocks served as a member of the Board of Governors and a member of the Accounting Standards Committee and, as a member of the Institute of Chartered Accountants of British Columbia, he served as a member of council, Vice-President and President. Mr. Bracken-Horrocks is a former director and Chairman of the Audit Committee of the Business Development Bank of Canada.

Other public company board memberships in the past five years:

- None

Overall Attendance: 100%		
Board/Committee Membership¹	Attendance at Regular Meetings	
Board	4/4	
Audit - Chair	5/5	
Joint Capital Expenditure	2/2	
Joint Corporate Governance	2/2	
Securities Held		
	March 19, 2020	March 29, 2019
CPPI Shares ⁴	2,000	2,000



The Honourable John R. Baird

Toronto, Ontario
Canada

Age: 50

Director of the Company since 2016

Independent

Key areas of expertise:

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

Mr. Baird is a Senior Advisor with Bennett Jones LLP. Mr. Baird was a former Senior Cabinet Minister in the Government of Canada and was the former Canadian Minister of Foreign Affairs.

A native of Ottawa, Baird spent three terms as a Member of Parliament and four years as Minister of Foreign Affairs where he advanced Canada/US relations and worked to strengthen ties to the Middle East and China. 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 MPs 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 in several Ministerial portfolios. In addition to Canfor, Mr. Baird sits on the corporate boards of Canadian Pacific, the FWD Group, and PineBridge Investments, and is a member of the International Advisory Board of Barrick Gold Corp. He also serves as a Global Strategic Advisor to Hatch Ltd, a Canadian global multidisciplinary management, engineering and development consultancy, and is 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 the Prince's Charities, the charitable office of His Royal Highness The Prince of Wales.

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

- Canfor (2016 – present)
- Canadian Pacific Railway Limited (2015 - present)
- Canadian Pacific Railway Company (2015 – present)

Overall Attendance: 100%		
Board/Committee Membership¹	Attendance at Regular Meetings	
Board	4/4	
Audit	3/5	
Joint Environmental, Health and Safety ³	3/3	
Joint Capital Expenditure	2/2	
Joint Corporate Governance	2/2	
Securities Held		
	March 19, 2020	March 29, 2019
CPPI Shares ⁴	2,000	2,000



Donald B. Kayne

Delta, British Columbia
Canada

Age: 62
Director of the Company since
2017

Non-Independent²

Key areas of expertise:

- Business Management
- Marketing
- Operations
- Government Relations
- Risk Management

Mr. Kayne is the Chief Executive Officer (“CEO”) of the Company, and a director, President and CEO of Canfor.

He is also a director and Past Chairman of the Forest Products Association of Canada and a director of the Council of Forest Industries, Alberta Forest Products Association and the BC Lumber Trade Council. In 2014, Mr. Kayne was appointed to the bi-national Softwood Lumber Board and currently serves as Vice Chairman and Chairman of the Programs Committee. He is also a director of Cameco Corporation and Chairman of the charitable organization, Educating Girls of Rural China Foundation, which works to transform the lives of women and communities in rural areas of western China by providing access to education.

Mr. Kayne was appointed President and CEO of Canfor on May 5, 2011. He was additionally appointed CEO of the Company on September 30, 2012. Mr. Kayne has spent his entire career at Canfor, starting out as a regional sales representative in 1979. Mr. Kayne is motivated by what lays ahead for the forest sector as the global population and demand for sustainable, renewable products grows. Prior to being appointed CEO, he spent 10 years as Canfor’s Vice President of Sales and Marketing and is one of the lead architects of the market for British Columbia lumber in China. Mr. Kayne’s work growing markets for Canfor and the Company’s products around the world has provided him with deep connections to markets and customers in every region they serve.

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

- Canfor (2017 – present)
- Cameco Corporation (2016 – present)

Overall Attendance: 100%		
Board/Committee Membership^{1, 2}	Attendance at Regular Meetings	
Board	4/4	
Securities Held		
	March 19, 2020	March 29, 2019
CPPI Shares ³	4,398	4,398



William W. Stinson

Vancouver, British Columbia
Canada

Age: 86
Director of the Company since
2012

Independent

Key areas of expertise:

- Business Management
- Compensation
- Operations
- Risk Management


Mr. Stinson’s is the Chairman and CEO of Westshore Terminals Investment Corporation, a corporation in the business of coal export.

Mr. Stinson is a Director of CPPI. Mr. Stinson spent the majority of his business career with Canadian Pacific Ltd., retiring as Chairman and CEO in 1996 after 11 years in that position. He has served on a wide variety of boards and has held the positions of Chairman of Sun Life Financial, Chairman of the Executive Committee of United Dominion Industries and Lead Director of CHC Helicopter Corporation.

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

- Canfor (2009 – present)
- Westshore Terminals Investment Corporation (1997 – present)

Overall Attendance: 100%		
Board/Committee Membership¹	Attendance at Regular Meetings	
Board	4 / 4	
Audit	5 / 5	
Joint Environmental, Health and Safety	3 / 3	
Joint Management Resources and Compensation	5 / 5	
Joint Capital Expenditure	2 / 2	
Securities Held		
	March 19, 2020	March 29, 2019
CPPI Shares ⁴	95,000	95,000

 <p>Dieter W. Jentsch</p> <p>King City, Ontario Canada</p> <p>Age: 60</p> <p>Dieter W. Jentsch King City, Ontario Canada</p> <p>Age: 60</p> <p>Proposed Nominee as Director of Canfor Pulp</p> <p>Independent</p> <p>Key areas of expertise:</p> <ul style="list-style-type: none"> • Risk Management • Finance • Business Management • Operations • Compensation • International Markets 	<p>Mr. Jentsch is a Senior Executive and career banker with experience in Canadian, US and International markets.</p> <p>Background: Mr. Jentsch had a successful 35 year career at Bank of Nova Scotia holding numerous senior roles. In addition, to being part of Scotiabank'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.</p> <p>Other public company board/committee memberships in the past five years:</p> <ul style="list-style-type: none"> • Aimia Inc. (June 2019 – February 2020) 																			
	<table border="1"> <tr> <td rowspan="2">Board/Committee Membership⁽¹⁾</td> <td colspan="2">Overall Attendance: N/A</td> </tr> <tr> <td colspan="2">Attendance at Regular Meetings</td> </tr> <tr> <td>Proposed Nominee</td> <td colspan="2">N/A</td> </tr> <tr> <td>Securities Held</td> <td></td> <td></td> </tr> <tr> <td></td> <td>March 19, 2020</td> <td>March 29, 2019</td> </tr> <tr> <td>Common Shares</td> <td>Nil</td> <td>N/A</td> </tr> <tr> <td>DSUs²</td> <td>Nil</td> <td>N/A</td> </tr> </table>	Board/Committee Membership⁽¹⁾	Overall Attendance: N/A		Attendance at Regular Meetings		Proposed Nominee	N/A		Securities Held				March 19, 2020	March 29, 2019	Common Shares	Nil	N/A	DSUs ²	Nil
Board/Committee Membership⁽¹⁾	Overall Attendance: N/A																			
	Attendance at Regular Meetings																			
Proposed Nominee	N/A																			
Securities Held																				
	March 19, 2020	March 29, 2019																		
Common Shares	Nil	N/A																		
DSUs ²	Nil	N/A																		

2Notes:

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

1. All Committees of the Company, other than Audit, have as members one or more directors of Canfor and are joint committees with Canfor. For more information on the power, responsibilities and composition of the joint committees, see "Executive Compensation – Composition of the Joint Management Resources and Compensation Committee" and "Board Committees" below and Canfor's Information Circular dated February 20, 2020 which can be found on SEDAR at www.sedar.com.
2. With respect to Mr. Kayne, reference is made to "The Board of Directors - Independence" herein.
3. Mr. Baird became a member of the Audit Committee on May 1st, 2019 and was therefore only eligible to attend meetings held by the Committee after that date.
4. The number of CPPI Shares held by each Director refers only to common shares of the Company and does not include Common Shares of Canfor Corporation ("Canfor Corporation Shares"), the Company's parent company, held by the Director. In particular, as at the date hereof: Mr. Pinette holds 20,000 Canfor Corporation Shares, Mr. Baird holds 10,985 Canfor Corporation Shares, Mr. Kayne holds 20,497 Canfor Corporation Shares Mr. Stinson holds 20,000 Canfor Corporation Shares. Mr. Jentsch, a proposed nominee, holds 20,000 Canfor Corporation Shares.

For additional information regarding current Directors of the Company, see the section of the Company's Annual Information Form dated February 20, 2020 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”) for a period of more than 30 consecutive days; (ii) was subject to an Order 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.

To the knowledge of the Company, no nominee for election as a Director of the Company is, at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company that, while acting in that capacity or within a year of ceasing to act in such capacity, became bankrupt, made a proposal under legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets other than Mr. Stinson who was a director of Grant Forest Products Inc. (“Grant”) when, on June 25, 2009, Grant obtained creditor protection from the Ontario Superior Court under the Companies’ Creditors Arrangement Act (Canada). Mr. Stinson ceased to be a director of Grant on June 30, 2010.

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 assets.

EXECUTIVE COMPENSATION

COMPOSITION OF THE JOINT MANAGEMENT RESOURCES AND COMPENSATION COMMITTEE

The Board of Directors has final authority to approve the recommendations of its Joint Management Resources and Compensation Committee (the “Compensation Committee”) regarding the compensation of the executives of the Company. The following individuals are members of the Compensation Committee: Mr. Stinson, on behalf of the Company and Canfor and Messrs. Ryan Barrington-Foote, Dallas Ross and Ross Smith, on behalf of Canfor. For further information on the role and responsibility of the Compensation Committee see “Board Committees – Joint Management Resources and Compensation Committee” herein.

All members of the Compensation Committee 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. Stinson was formerly the CEO of Canadian Pacific Ltd. and as such had responsibility for compensation policies and programs for that company; Mr. Smith currently serves on the compensation committee for K-Bro Linen Inc. and was formerly on 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. Ross currently serves as Chair of the compensation committee of Just Energy Group Inc and, Mr. Barrington-Foote, the Chair of the Compensation Committee, is the Executive Vice-President at 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. Mr. Stinson and Ross are also members of the Audit Committee of Canfor; Mr. Barrington-Foote is also a member of the Joint Corporate Governance Committee. The cross memberships between committees is intended to support the oversight of compensation policies and standards and ensure alignment with the Company’s risk management principles.

COMPENSATION DISCUSSION AND ANALYSIS

Overview of Compensation Policies, Programs, Objectives and Consulting Fees

Overview

The Company's executive compensation policies are designed to enable it to attract and retain high calibre executives who will successfully lead the organization so as to ensure a satisfactory return to Shareholders, financial soundness and competitiveness within its business sectors. The compensation package for executives (including the Named Executive Officers (as defined under the section entitled "Summary Compensation Table" below) includes base salary and short-term incentive programs.

The Compensation Committee periodically engages the services of an independent consulting firm, previously Korn Ferry (formerly the Hay Group) ("Korn Ferry") and, from 2017, Mercer (Canada) Ltd. ("Mercer"), to provide advice and counsel on executive compensation matters, such as base salary, incentive and bonus programs, all as described further below. Korn Ferry and Mercer are independent resources for advice to the Compensation Committee and have assisted the Committee in reviewing compensation trends including market competitive information, designing compensation programs, and assisting the Compensation Committee in assessing the compensation of the CEO.

In order to ensure compensation oversight and risk management are closely aligned, there is overlapping membership on both the Compensation and the Audit Committees. As such, Mr. Stinson participates in both the Audit Committee and the Compensation Committee. The Compensation Committee reviews the Company's compensation policies and practices to ensure that they do not encourage any Named Executive Officer 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.

Executive Compensation – Related Fees

There were no consulting fees paid to Mercer (or other consultants) for compensation related services in 2018 and 2019. In 2017, the Company paid Mercer \$26,375 for services relating to the compensation of a Named Executive Officer and a review of Directors Compensation (See "Directors Compensation" herein).

Hedging

No Director of the Company or member of senior management, including any Named Executive Officer, is permitted to purchase financial instruments that are designed to hedge or offset decreases in the market value of the Company's securities granted as compensation or held, directly or indirectly by such Director, member of senior management, or Named Executive Officer.

Say on Pay

The Board regularly considers whether or not to hold an advisory "say on pay" vote at its annual general meeting of Shareholders on the Company's approach to executive compensation. It was determined not to hold such a vote at the Meeting. Given the cyclical nature of the forest products industry and the longer payment terms (of three years) under the PBP (as defined below), the Board believes that its 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.

Elements of Compensation

Pay for Performance Principles

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. The Company's executive compensation programs under the Canfor Pulp Salary Incentive Plan ("PSIP") and Senior Executive Performance Bonus Plan ("PBP") and Senior Management Incentive Plan ("SMIP"), each as described below, are designed to directly provide a link between the Company's financial performance and executive bonuses and better align payments under the plans with the interests of shareholders.

The Board, through the Compensation Committee, retains the discretion to award compensation to senior executives, including the Named Executive Officers, even when performance goals or targets are not achieved. In making such awards, the Compensation Committee will consider a number of 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 factor the Compensation Committee considers relevant. However, discretionary awards will only be granted by the Compensation Committee to individuals who have shown exemplary or outstanding performance beyond normal job performance (see "Compensation Discussion and Analysis – Discretionary Bonus" herein).

The terms of the PSIP, PBP and SMIP described below reflect the Company's plans which were in place in 2019. The Compensation Committee may make further changes to its compensation policies and practices in 2020 and reserves the right to do so if the Compensation Committee is of the view that it would be necessary to achieve the Company's compensation objectives.

Base Salaries

Base salaries and salary ranges for all of the Company's executive officers are established using market-competitive information provided by Mercer, the independent consulting firm retained by the Compensation Committee for this purpose. The Compensation Committee periodically retains Mercer to provide advice on market base salary and bonus information for its senior executives, including the CEO and the other Named Executive Officers. Market information is updated when necessary and salaries are reviewed annually. The mid-point for salary ranges is set at the median of the marketplace. The primary source for market information are three peer group datasets compiled by Mercer, including: a) a Pulp & Paper peer group, b) a capital-intensive peer group, and c) a general industry peer group. Peer group membership is filtered to include companies that are a similar size as measured by revenue, market capitalization, assets, and levels of capital reinvestment. The Mercer Pulp & Paper peer group membership includes Clearwater Paper Corp., Glatfelter, Stella-Jones Inc., Neenah Paper Inc., Mercer International Inc., Western Forest Products Inc.; Winpak Ltd.; Intertape Polymer Group Inc., West Fraser Timber, CanWel Building Materials Ltd., Hardwoods Distribution Inc.; Goodfellow Inc.; Conifex Timber Inc. and Fortress Paper Ltd. . The Compensation Committee has sole responsibility for recommending for approval by the Board the compensation of the CEO.

Canfor Pulp Salaried Incentive Plan (PSIP)

The PSIP is a short-term incentive program that provides for salaried employee participation in the success of the Company, recognizes employee contribution to the Company's business improvement objectives and supports a "one team" approach. The Company's CEO, Chief Financial Officer ("CFO") and President and Senior Vice Presidents (including the Named Executive Officers) are not eligible to participate in the PSIP, only the PBP.

The PSIP is designed to meet the following objectives:

- to focus on the Company's key strategic financial measure, Return on Invested Capital ("ROIC");

- to reinforce the Company’s goal of achieving a minimum ROIC threshold;
- to help align corporate, team and individual performance objectives; and
- to provide market-competitive incentive opportunities.

Target incentive levels for participating employees under the PSIP are determined by job or position and may change if the employee’s position within the Company changes. The table below outlines the structure of the PSIP’s target incentive levels, representing the percentage of annual base salary payable to senior management, on achieving the target payout requirements of the plan, as discussed below. All salaried employees participate in the PSIP at incentive target levels ranging from 10% to 30%. Payments under the incentive program are based on annual base salary as of December 31 of the year for which the incentive is payable.

Employee group	Target incentive level (as a % of salary)
General Managers ⁽¹⁾	30%
Management/Department Heads	20%
Team Leaders	15%
Supervisors/Other Salaried Staff	10%
<i>Note: ⁽¹⁾ Excludes the CEO, CFO, President and Senior Vice Presidents (including the Named Executive Officers)</i>	

The PSIP is based on two components: the ROIC achieved in the year; and controllable performance gains, as measured against goals and objectives established at the beginning of each year. ROIC is defined as the sum of operating income / (loss), realized gains / (losses) on derivative financial instruments and other income/(expense), all net of any minority interest, divided by the average invested capital during the year, and accounts for 50% of the PSIP program. Controllable performance gains also account for 50% of the PSIP program, and are measured by four factors: safety, quality, cost and delivery as well as the degree of individual contributions during that year. Payments are subject to threshold, target and maximum levels established under the PSIP. Threshold is defined as the minimum level of performance required to qualify for a 50% payout under a component of the PSIP. Target is defined as the level of performance required to receive a 100% payout under a component of the PSIP. Maximum is defined as the level of performance required to receive a payout of 150% under a component of the PSIP.

The ROIC payout factors are as follows:

Performance Level	Payout factor of ROIC Target Incentive	Annual ROIC
Threshold	0.5	9%
Target	1.0	13.5%
Maximum	1.5	18%

When the ROIC level is below the threshold performance level, no payment under this component will be made.

Payments made under the PSIP are, unlike the PBP, made in one year.

For 2019, the performance across the organization did not meet the threshold required to trigger an annual incentive payment under the PSIP plan. As noted above, no Named Executive Officers (as defined below) are participants in the PSIP.

Senior Executive Performance Bonus Plan (PBP)

The PBP applies to all senior executives of the Company who have significant management and decision-making responsibilities in the Company, including certain Named Executive Officers (excluding Messrs. Kayne and Nicholl, who are participants in the Canfor bonus plan, as described in connection with the “Summary Compensation Table” below and excluding any participants in the SMIP, such as Messrs. Pudlas, Yuen and Lovell).

Pursuant to the PBP, incentives are awarded based on the annual ROIC performance results. The payout range is as follows:

Annual ROIC	Payout as a Percent of Annual Salary
9%	50%
13.5%	75%
18%	100%

Incentives are capped at 100% of salary. In order to create retention, PBP earnings are paid over a three-year period, on the basis of 50% at the time of the award and the balance paid in equal installments in each of the following two years. The Compensation Committee has staggered payments in this way to mitigate perceived risks associated with single year incentive compensation and believes it eliminates the need for any other mitigation factors, such as claw-backs. With the exception of retirement, if a person voluntarily leaves the Company during the three-year PBP payment period, then his/her unpaid PBP incentive entitlement is forfeited. If the annual ROIC is below 9%, no payment will be made under the PBP pursuant to the ROIC portion of the plan. However, if the threshold ROIC of 9% is not met, the Compensation Committee has the discretion to award bonuses, on the recommendation of the CEO, to individuals who have exemplified superior or exceptional performance during the year.

For 2019, there were no payouts triggered under the PBP. As a result, there were no payments for senior management including the Named Executive Officers in 2019. In accordance with the plan, the Company paid out \$315,429 under the PBP in 2020, for payments earned in 2018 and 2017. Reference is made to the Summary Compensation Table below for amounts paid to Named Executive Officers.

Senior Management Incentive Plan (SMIP)

Certain of the Named Executive Officers (other than the CEO and the CFO) participate in the SMIP, which is an incentive plan based on a combination of attributes from both of the PSIP and the PBP. The SMIP is designed to provide greater variable compensation opportunities to key contributors, based on the Company’s financial and operational success. Incentives under the SMIP are payable on the achievement of certain targets based on 37.5% of base salary for the PBP targets and 15% of base salary for the controllable component of the PSIP target. Messrs. Yuen, Pudlas and Lovell are eligible to participate in the SMIP.

Discretionary Bonus

In prior years, the Board, as recommended by the Compensation Committee, has previously determined to award discretionary bonuses to certain employees, including senior executives of the Company, who delivered exceptional performance in areas of significant responsibility, had a direct and positive impact on the Company’s performance and consistently demonstrated the Company’s values and positive behaviours. The bonuses have previously ranged from 30% to 75% of the individual’s annual salary.

In 2019, no discretionary bonuses were awarded to employees of the Company, including the Named Executive Officers (see “Compensation Discussion and Analysis – Summary Compensation Table” below).

Compensation of the CEO

Compensation for Mr. Kayne as CEO of the Company is paid for by Canfor, where Mr. Kayne is also CEO. Under an arrangement with Canfor, the Company agrees to reimburse Canfor for 30% of his total compensation. The level and composition of the CEO’s compensation is monitored and assessed by the Compensation Committee, which is a joint committee with members of the boards of both Canfor and the Company, thereby ensuring an overall review of his compensation on the basis of his roles and contributions for both companies and appropriate comparative compensation as compared to similar positions and companies in the forest products sector. For more information respecting the compensation of Mr. Kayne, see “Summary Compensation Table” below, and Canfor’s Information Circular dated March 19, 2020, which can be found on SEDAR on www.sedar.com.

Employee Share Purchase Plan

The Company has established 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. Until January 2013, the Company made a basic contribution each month in an amount equal to 30% of each participant’s basic contribution and also paid the cost of brokerage and commissions. In January 2013, the Company discontinued its contributions to the Employee Purchase Plan and the brokerage and commission payments.

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.

Summary Compensation Table

The following Summary Compensation Table sets forth, for each of the Company’s three most recently completed financial years, the compensation of each person who served as the CEO or the CFO during the fiscal year ended December 31, 2019 and the three most highly compensated executive officers of the Company, other than the CEO and CFO, who were serving as executive officers at December 31, 2019 (or who would have been if they were serving as executive officers at that date) (such CEO, CFO and executive officers are referred to collectively as the “Named Executive Officers”). For the year-ended December 31, 2019, the Company paid to its Directors and senior officers the total amount of \$1,133,197.

The following table reflects compensation paid to the Named Executive Officers during each of the last three years:

Name and Principal Position ⁽⁵⁾	Year	Salary (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation ^(2,3) (\$)	Total Compensation (\$)
			Annual Incentive Plan ⁽¹⁾	Long-term Incentive Plans			
Donald B. Kayne ⁽⁴⁾ Chief Executive Officer	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A
Alan Nicholl ⁽⁴⁾ Chief Financial Officer	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A
Martin Pudlas ⁽⁵⁾⁽⁶⁾ Vice President, Operations	2019	269,231	-	-	24,000	30,593	323,824
	2018	342,898	592,890	--	293,000	49,628	1,278,416
	2017	310,000	211,120	-	63,000	49,553	634,146
Brian Yuen ⁽⁵⁾ Vice President Pulp and Paper Sales & Marketing	2019	225,201	151,610	-	65,525	26,536	317,262
	2018	177,628	61,930	-	28,602	8,581	366,421
	2017	172,405	-	-	65,808	6,285	306,428
Peter Lovell ⁽⁵⁾ Group GM, Pulp Operations	2019	224,391	-	-	7,582	32,579	264,552
	2018	215,127	235,208	-	13,031	31,723	495,161
	2017	208,811	132,750	-	27,773	31,094	400,428

Notes:

These numbers reflect the total amounts awarded in respect of each year in this Table but also include amounts to be paid in the subsequent years under the Company's PBP. As discussed in this Information Circular (see "Compensation Discussion and Analysis – Elements of Compensation – Senior Executive Performance Bonus Plan" above), the PBP is designed as a short-term incentive plan which provides for payments of performance-based incentives over three years. Accordingly, 50% of the awards reflected above were paid to the Named Executive Officer in respect of the year ended December 31, 2019 and the balance will be paid evenly over the next two years, which latter amounts are forfeited if the executive leaves the Company during that time (other than for retirement). These amounts also include a one-time discretionary bonus paid to one of the Named Executive Officers for the 2018 fiscal year as discussed in this Information Circular, which was \$265,000 to Mr. Pudlas (See "Compensation Discussion and Analysis - Elements of Compensation - Discretionary Bonus

⁽²⁾ 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.

⁽³⁾ For all Named Executive Officers, except Messrs. Kayne and Nicholl, these amounts may include flexible pension allocations, medical and life insurance benefits and other minor items not included in the perquisite plan.

⁽⁴⁾ Compensation for Mr. Kayne is paid by Canfor under an arrangement whereby 25% (\$211,900) of his total compensation is paid by the Company. Compensation for Mr. Nicholl is paid by Canfor under an arrangement whereby 50% (\$330,900) of his total compensation is paid by the Company. Messrs. Kayne and Nicholl participate in the Canfor Performance Bonus Plan and they are not members in the Company's PBP or PSIP.

⁽⁵⁾ Messrs. Pudlas, Yuen and Lovell participate in the SMIP which blends the PSIP and the PBP. Under this plan, the PBP target is 37.5% of base salary, the PSIP target (the Controllables component only) is 15% of base salary. Payment of each component under the Senior Management Incentive Plan is in accordance with the payment terms of the PSIP and the PBP (see "Compensation Discussion and Analysis – Elements of Compensation – Pulp Salaried Incentive Plan and Senior Executive Performance Bonus Plan" above).

⁽⁶⁾ Mr. Pudlas retired from the Company effective October 1, 2019 and his VP responsibilities were consolidated under Alan Nicholl, CFO and Executive Vice President, Finance and CPPI Operations.

⁽⁷⁾ Other than the Named Executive Officers, there are no other executive officers of the Company or individuals acting in a similar capacity for the Company eligible for inclusion in the Summary Compensation Table above either as at December 31, 2019 or otherwise during the 2019 financial year.

OUTSTANDING SHARE-BASED AWARDS, OPTION-BASED AWARDS AND INCENTIVE PLAN AWARDS

There were no share- or option-based awards outstanding at December 31, 2019 or value vested or earned in respect thereof during the financial year ended December 31, 2019.

All non-equity incentive plan compensation awards and the value of such awards earned during the fiscal year ended December 31, 2019 for each Named Executive Officer are set out in the Summary Compensation Table above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS AS AT DECEMBER 31, 2019

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, 2019.

PENSION PLAN BENEFITS

Defined Benefit Pension Plans

The Named Executive Officers of the Company who are members of the Company's defined benefit pension plans are provided retirement benefits determined primarily by: (i) highest average pensionable earnings, which consists of regular salary and 50% of PSIP awards, in a highest period of five consecutive years during their final ten years of employment; and (ii) years of credited service. Normal retirement under the plans is age 65, with benefits payable for early retirement after age 55, discounted at 3% per year for retirement prior to age 60.

The Company's accrued pension liability under its defined benefit pension plans is calculated following the method prescribed by the Canadian Institute of Actuaries and is based on management's best estimate of future events that affect pension liabilities, including assumptions about future salary adjustments and incentives. There were no amendments to benefit terms during the 2019 year. Compensatory changes to the accrued obligations include service cost plus differences between actual and estimated earnings. Non-compensatory changes include the effects of changes in actuarial assumptions and interest on the accrued obligations at the start of the year. Information on annual benefits payable and the accrued pension obligation for those Named Executive Officers who are members of the defined benefit plans is as follows:

Name	Number of Years Credited Service (#)	Annual Benefits Payable ⁽³⁾ (\$)		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 ⁽²⁾ End	At Age 65 ⁽³⁾				
Donald B. Kayne ⁽¹⁾ Chief Executive Officer	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Martin Pudlas Vice President, Operations	29.17	199,200	199,200	3,049,000	24,000	323,000	3,396,000
Brian Yuen Vice President Pulp and Paper Sales & Marketing	8.58	37,700	37,700	489,000	26,000	101,000	616,000

Notes:

⁽¹⁾ Pension for Mr. Kayne is provided by Canfor.

⁽²⁾ Annual lifetime benefit accrued as at December 31, 2019 based on credited service and actual pensionable earnings at December 31, 2019.

⁽³⁾ Annual lifetime benefit payable at age 65 based on credited service projected to age 65 and actual pensionable earnings at December 31, 2019.

⁽⁴⁾ As of plan measurement date at end of prior year – December 31, 2018, using assumptions as at December 31, 2018 selected by the Company for the 2018 year-end disclosures under international accounting standards.

⁽⁵⁾ The compensatory change includes the service cost, plus the impact of actual 2019 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 plan measurement date at end of year – December 31, 2019 using assumptions as at December 31, 2019 selected by the Company for the 2019 year-end disclosures under international accounting standards.

Defined Contribution Plan

The Company provides defined contribution pension benefits to one of its Named Executive Officers, Brian Yuen, Vice President Pulp and Paper Sales & Marketing. The Company contributes up to a maximum amount of 12% of pensionable earnings, which consists of regular salary and 50% of the PSIP awards.

Compensatory amounts consist of the Company 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. Information on the Company contributions and accumulated value for the Named Executive Officers that are members of the defined contribution plan is as follows:

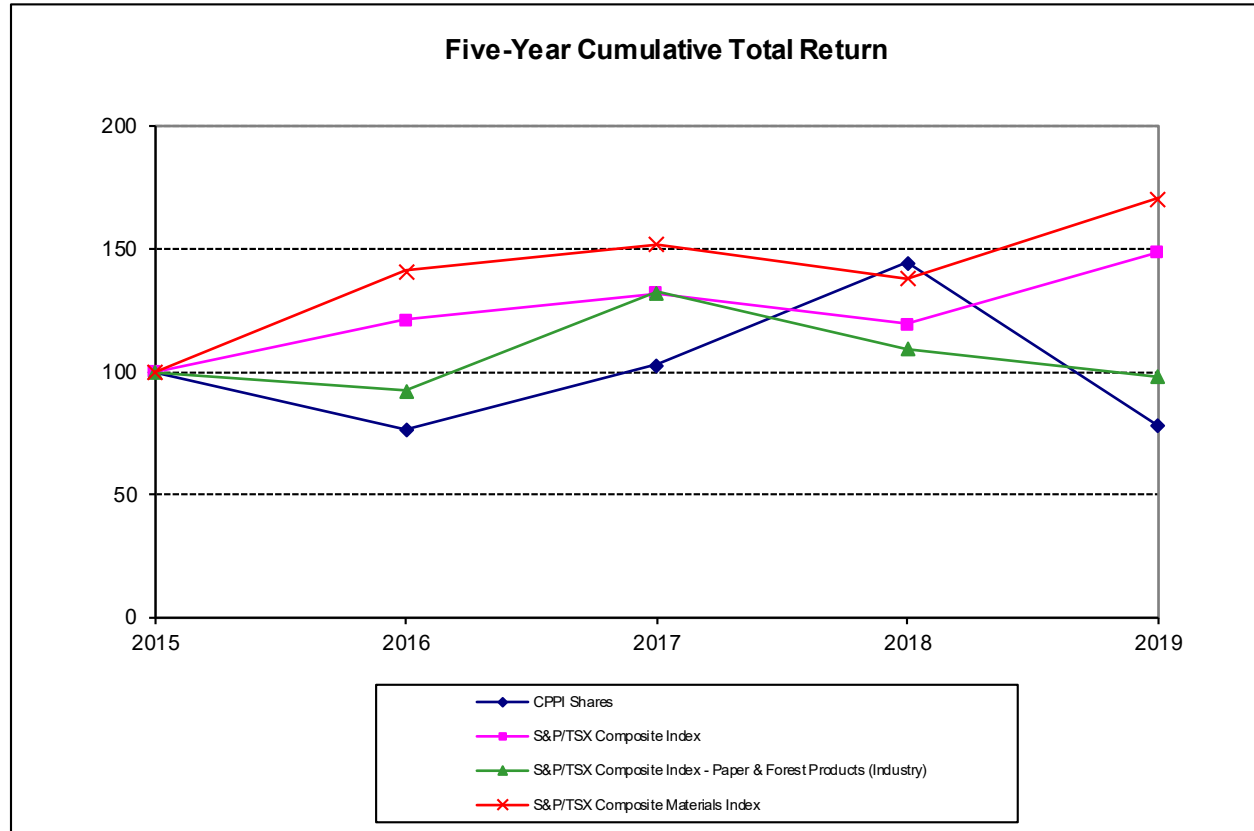
Name	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Non-Compensatory (\$)	Accumulated Value at Year End (\$)
Alan Nicholl CFO & Executive VP, Finance & CPPI Operations	N/A	N/A	N/A	N/A
Brian Yuen Vice President Pulp and Paper Sales & Marketing	326,813	39,525	68,369	434,707

Notes:

⁽¹⁾ Pension for Mr. Nicholl is provided solely by Canfor under its defined contribution plan. For more information on such contributions, see Canfor's Information Circular dated March 19, 2020 which can be found on SEDAR at www.sedar.com.

PERFORMANCE GRAPH

The following graph compares the total cumulative return for \$100 assuming investment in the CPPI Shares made on January 1, 2015 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) and the S&P/TSX Composite Materials Index ending on December 31, 2019.



	2015	2016	2017	2018	2019
CPPI Shares	100	77	103	145	78
S&P/TSX Composite Index	100	121	132	119	149
S&P/TSX Composite Index - Paper & Forest Products (Industry)	100	92	133	109	98
S&P/TSX Composite Materials Index	100	141	152	138	171

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) and the S&P/TSX Composite Materials Index are similarly based on the reinvestment of dividends.

In 2019, the CPPI Shares generally outperformed the S&P/TSX Composite Index, the S&P/TSX Composite Index – Paper & Forest Products (Industry) and the S&P/TSX Composite Materials Index. Compensation of employees including the Named Executive Officers is linked to corporate performance. Corporate performance is generally measured by ROIC. The Company’s compensation plans have minimum ROIC thresholds in order for bonuses to be paid. As corporate performance increases as measured by ROIC, compensation for the Named Executive Officers increases in accordance with the terms of the PBP (see “Executive Compensation – Elements of Compensation – Senior Executive Performance Bonus Plan” herein). The Company’s compensation to its Named Executive Officers described above has followed the trend reflected in the graph above.

DIRECTOR COMPENSATION

Compensation of Directors / Attendance Fees

Annual Director compensation for Board and Committee meetings is summarized in this section and in the table set out below.

Effective April 1, 2020, in order to assist management of the Company in addressing challenging market conditions facing the company and the forest industry generally, the Board has determined to reduce all Board, Chair and Committee fees by 50%, and will review them quarterly in the light of market conditions at the time.

In contrast to its other committees, the Chair of the Audit Committee receives a \$10,000 retainer and a \$10,000 annual fee and each Audit Committee member receives a \$10,000 annual fee. In respect of the Joint Capital Expenditure (“Joint Capex”) Committee with Canfor, the Joint Capex Chair receives a \$10,000 retainer and a \$10,000 annual fee and each member receives a \$10,000 annual fee, and no meeting fees. The Company and Canfor pay fees to each of their representatives on the Joint 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.

	Fees
Annual Board Chair retainer	\$50,000
Annual Board meeting retainer	\$70,000
Board/Committee meeting fees for scheduled meeting ⁽¹⁾	\$1,500
Board/Committee meeting fees for non-scheduled meeting ⁽¹⁾	\$2,000
Annual Committee Chair retainer (Audit & Joint Capex)	\$10,000
Annual Committee retainer (Audit & Joint Capex)	\$10,000
Annual Committee Chair retainer (other)	\$5,000
Annual Committee retainer (other)	\$5,000

Note: (1) Excluding the Joint Capex Committee

Directors' Compensation Summary for 2019

The following table summarizes the amount of Director's fees paid to Directors for the fiscal year ending December 31, 2019 (as discussed under "Director's Compensation – Compensation of Directors/ Attendance Fees" above).

Name	Retainer				Attendance Fees		Total Paid ⁽¹⁾ \$
	Board \$	Board Chair \$	Committee Member \$	Committee Chair \$	Board \$	Committee Meetings \$	
Peter J.G. Bentley ⁽²⁾	35,000	-	6,250	1,250	3,000	5,000	50,500
John Baird	70,000	-	16,667	-	6,000	8,500	101,167
Stan Bracken-Horrocks	70,000	-	25,000	7,500	6,000	14,000	122,500
Conrad Pinette	70,000	50,000	-	-	6,000	-	126,000
William Stinson	70,000	-	20,000	-	6,000	16,000	112,000
Barbara Hislop ⁽³⁾	23,333	-	8,333	1,667	3,000	9,000	45,333
Donald B. Kayne ⁽⁴⁾	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Notes:

⁽¹⁾ Before deduction of applicable taxes.

⁽²⁾ Mr. Bentley ceased to be a Director in May 2019.

⁽³⁾ Ms. Hislop ceased to be a Director in May 2019.

⁽⁴⁾ As a Director who is also a member of the management of the Company, Mr. Kayne does not receive Director's or committee fees.

⁽⁵⁾ Other than the retainer and attendance fees set out herein, Directors do not receive any share-based awards, option-based awards or non-equity incentive plan compensation as compensation for their services as Directors.

Summary of Board/Committee Meetings Held

For the 12-month period ended December 31, 2019

Board	4
Audit	5
Joint Corporate Governance	2
Joint Environmental, Health and Safety	3
Joint Capital Expenditure	2
Joint Management Resources and Compensation	5

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 19, 2020, 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 “Compensation Discussion and Analysis - Overview of Compensation Policies, Programs and Objectives” herein for a discussion on risk as it relates to compensation issues.

Succession

The Compensation Committee reviews succession planning for the CEO and other key senior executives as well as personal development plans for senior management. The Compensation Committee 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 five Directors, all of whom are independent, as defined in NI 58-101 other than Mr. Kayne, who is a member of management of the Company. The Chairman of the Company, Mr. Pinette, does not exercise any management functions and is an independent Director. 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 2019, 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 Mr. Kayne. Mr. Kayne is not independent due to his position as CEO of the Company.

Other Directorships

The names of other reporting issuers in respect of which each proposed Director presently serves as a Director are set out under the "Election of Directors" section of this Information Circular. Mr. Stinson is director of Westshore Terminals Investment Corporation and each of Messrs. Pinette, Kayne, Stinson and Baird are directors of Canfor. Mr. Baird is also a director of Canadian Pacific Railway Limited and Canadian Pacific Railway Company and Mr. Kayne is also a director of Cameco Corporation. The

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

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 four such meetings in 2019. The Chairman of the Board meets annually with the CEO and Chairman of the Governance 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 for Board meetings and committee meetings is disclosed under the “Election of Directors” section of this Information Circular.

Chairman

Mr. Pinette was appointed Chairman of the Board on August 4, 2017. As discussed under “Independence” above, Mr. Pinette is considered to be an independent Director as defined in NI 58-101. As Chairman, Mr. Pinette 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 “Code of Conduct” below. A written position description of the Chair of the Board is available on the Company’s website at www.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 www.sedar.com and on the Company’s website at www.canfor.com/investor-relations/corporate-governance.

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 www.canfor.com/investor-relations/corporate-governance.

ORIENTATION AND CONTINUING EDUCATION

Programs for the orientation of new Directors and the ongoing education of existing Directors are the responsibility of the Governance 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 Board Governance Principles have been filed on SEDAR at www.sedar.com and on the Company's website at www.canfor.com/investor-relations/corporate-governance and a copy may be obtained from the Corporate Secretary of the Company.

The CEO of the Company reports to the Governance Committee (as defined below) on his 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 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 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 a director unless the Governance Committee determines that there are extraordinary circumstances that should delay the resignation.

The Governance 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, the Governance Committee considers individual backgrounds, skills and expertise, geographic representation, gender diversity and the requirements of the Board in terms of skills, experience and mix (see "Election of Directors" 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.

The Governance Committee is composed of five members, a majority 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 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 Company's Compensation Committee with regard to senior officers and by the Governance Committee with regard to Directors.

The Compensation Committee 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 Committee reviews Directors compensation as required.

The Compensation Committee is composed of four members, a majority of whom are independent. A description of the responsibilities, powers and operations of the Compensation Committee 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 cost, 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.

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 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. Bracken-Horrocks, Stinson and Baird. For further information regarding the Company's Audit Committee, see the Section of the Company's Annual Information Form dated February 20, 2020 entitled "Audit Committee Information", which is incorporated by reference herein and which is available on SEDAR at www.sedar.com. Upon request by a securityholder of the Company, the Company will promptly provide a copy of such Annual Information Form free of charge.

Joint Corporate Governance Committee (the "Governance Committee")

The principal role and function of the Governance Committee is to ensure that the Company, through its Board, sustains an effective approach to corporate governance. The Governance Committee monitors best practices for corporate governance and reviews practices and terms of reference to ensure the Company's compliance with industry standards and applicable laws and regulatory rules and policies. An additional function of the Governance Committee is to review the Board's overall relationship with management. The Governance 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 (see "Board/Committee Assessments of Effectiveness" below). The Governance 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. The Governance Committee has also been given responsibility by the Board for overseeing and implementing the Company's Diversity Policy (see "Board/Committee Assessments of Effectiveness-Diversity" below). The Governance 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 Governance Committee is composed of five members, a majority of whom are independent. Of these five members, one member is a Director only, one member is a director of both the Company and Canfor and three members are directors of Canfor only. The only non-independent members of the Governance Committee are Mr. Glen Clark and Mr. Ryan Barrington-Foote as a result of their roles as employees, directors or officers of one or more companies owned by James Pattison, the largest shareholder of Canfor.

The Governance Committee does not institute any special measures to ensure the objectivity of the committee's decisions, other than ensuring Mr. Clark and Mr. Barrington-Foote abstain from any decisions relating to consideration of their independence, committee memberships or role on the board of Canfor.

Joint Management Resources and Compensation Committee (the “Compensation Committee”)

The overall purpose of the Compensation Committee is to oversee compensation policies approved by the Board and to make recommendations to the Board regarding executive compensation.

The Compensation Committee 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 Compensation Committee 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 Compensation Committee also reviews from time-to-time, as and when required, the Company’s board policies and programs in relation to pension and other benefits. In addition, the Compensation Committee reviews from time-to-time with the CEO, policies on compensation for all employees. The Compensation 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 Compensation Committee is composed of four members, a majority of whom are independent. Of these four members, one member is a director of both the Company and Canfor and three members are directors of Canfor only. The only non-independent member of the Compensation Committee is Mr. Ryan Barrington-Foote, a director of Canfor.

The Compensation Committee does not institute any special measures to ensure the objectivity of the committee’s decisions, other than ensuring Mr. Barrington-Foote abstains from any decisions relating to consideration of his compensation, independence, committee memberships or role on the board of Canfor.

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 area 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. The EH&S Committee is composed of seven members, a majority of whom are independent. Of these seven members, two members are directors of both the Company and Canfor and five members are directors of Canfor only. The only non-independent member of the Compensation Committee is Mr. Glen Clark, who is not an independent director of the board of Canfor as a result of his role as an employee, director or officer of one or more companies owned by James Pattison, the largest shareholder of Canfor.

Joint Capital Expenditure Committee (the “Capex Committee”)

The overall purpose of the Capex Committee is to act on behalf of the Board in reviewing and making recommendations on expenditures for capital projects that are in excess of the management limit, but

within the authority of the Capex Committee, as set by the Board from time to time. The Capex Committee also has the authority to review capital projects proposed by Canfor. Subject to any change by the Board, the Capex Committee reviews and considers individual capital expenditures of \$7.5 million or more. The Capex Committee has the authority to approve any capital expenditure between \$7.5 million and \$35 million. Any project approval in excess of \$35 million is subject to the approval of the full 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. The Capex Committee is composed of six members, a majority of whom are independent. Of these six members, one member is a Director only, two members are directors of both the Company and Canfor and three members are directors of Canfor only. The only non-independent member of the Capex Committee is Mr. Glen Clark.

BOARD/COMMITTEE ASSESSMENTS OF EFFECTIVENESS AND RENEWAL

General

The Governance 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 Committee's bi-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 review process based on individual Director questionnaires, the contents of which are summarized and evaluated by the Governance Committee and then discussed at a meeting of the full 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 but also to engage Board members further in the business and emphasize the Company's strategic decision-making processes. The Governance Committee also reviews attendance by individual members at Committee and Board meetings. The Governance 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 Directors will stand for election. 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

The Company does not have an established term limit for its directors or an established retirement policy. The Governance Committee believes the assessment processes described under "General" above are an effective basis to ensure board renewal and has therefore determined that set term limits are therefore unnecessary. The terms of the current nominees for election as Directors are not high, when compared to other similar public companies and prevailing governance standards. With the exception of Mr. Jentsch who is not a current Director, the tenure of one of the nominees is nine years; two of the nominees Directors is eight years and the balance of the nominee Directors have been on the Board for seven years or less. Furthermore, the Governance Committee recognizes that considerable Company and industry-specific knowledge is gained over a consistent tenure with the Board, and therefore seeks to retain this unique experience and skill set among its Board members unless circumstances otherwise require.

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 Board, its composition and prospective nominee candidates as well as the composition of its senior management team. The Company has therefore adopted a written diversity policy (“Diversity Policy”) promoting diversity within the Company and all of their subsidiaries, which encompasses its policy relating to the identification and nomination of women directors and senior executives. The Governance Committee has the responsibility for the oversight and implementation of this policy.

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

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

As part of its mandate, the Governance Committee is responsible for overseeing the implementation and effectiveness of the Diversity Policy. The Company does not currently apply targets regarding the representation of women on the Board or in its senior management positions, as it does not believe that quotas or a formulaic approach to diversity issues will necessarily result in the identification or selection of the best candidates. 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.

In addition to its written Diversity Policy, 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 gender diversity is to increase the representation of women in leadership roles by fostering this type of development for high potential female employees within the Company at earlier stages of their careers.

In order to support the implementation and effectiveness of the Diversity Policy, the Governance Committee reviews with management the application and progress of the Company’s approach to diversity as expressed in the Diversity Policy. As at the date hereof, there are no women on the Board of the Company and three (3) women were in senior management positions with the Company, its parent company, Canfor, and its major subsidiaries, representing 16.7% of overall executive and senior management personnel with those companies. While the number and percentage of women holding positions on the Board has decreased since December 31, 2018 (due in part to one woman Director becoming a director of the Company’s parent company in 2019), over the past several years, CPPI has continued to, and will continue to, work towards increasing the number and percentage of women on the Board and in senior management positions with the Company and its major subsidiaries.

A copy of the Company’s Diversity Policy may be accessed on the Company’s website www.canfor.com.

APPOINTMENT OF AUDITORS

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, 2020. 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 LLP is the current auditor of the Company. The aggregate fees billed by the auditors of the Company for the last two fiscal years, was \$0.7 million. Fees listed below were for audit, tax, financial and other verification audits. The increase in external auditor fees from 2018 to 2019 is due to a \$0.20 million increase in assurance fees, and a \$0.16 million increase in tax fees.

<u>External Auditor Service Fees (000s)</u>	<u>2019</u>	<u>2018</u>
Audit Fees ⁽¹⁾	\$333	\$314
Audit-Related Fees ⁽²⁾	-	\$6
Tax Fees ⁽³⁾	-	-
All Other Fees ⁽⁴⁾	<u>\$39</u>	<u>\$49</u>
Total Fees	<u>\$372</u>	<u>\$369</u>

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, 2019 and Management’s Discussion and Analysis (“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 www.canfor.com. Additional information relating to the Company is available on SEDAR at www.sedar.com.

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

David M. Calabrigo, Q.C.
Corporate Secretary
Vancouver, BC
March 19, 2020