



Canfor Corporation

Annual Information Form

**Information in this Annual Information Form
as at February 21, 2019 unless otherwise indicated.**

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FORWARD LOOKING INFORMATION

This Annual Information Form contains forward looking statements, which are statements that address circumstances, events or developments that the Company expects or anticipates may occur in the future. These forward looking statements reflect management’s current expectation and belief regarding such developments, circumstances or events and are based on assumptions, including assumptions with regard to economic and general business conditions in Canada as well in the United States and other factors management believes are appropriate in the circumstances. Such forward looking statements are subject to risks and uncertainties and no assurance can be given that any of the events anticipated by such statements will occur or, if they do occur, what their impact will be on the Company. Actual outcomes and results will depend on a number of factors which could cause actual results, performance or developments to differ materially from those expressed or implied by such forward looking statements in this Annual Information Form, including the “Risks and Uncertainties” described in the Company’s Management’s Discussion and Analysis for the year ended December 31, 2018 and incorporated by reference herein. Accordingly, readers should exercise caution in relying upon forward looking statements which reflect management’s estimates, projections and views only as of the date hereof. The Company undertakes no obligation to publicly revise these statements to reflect subsequent events or changes in circumstances, except as required by applicable securities laws.

CURRENCY

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “\$” are to Canadian dollars.

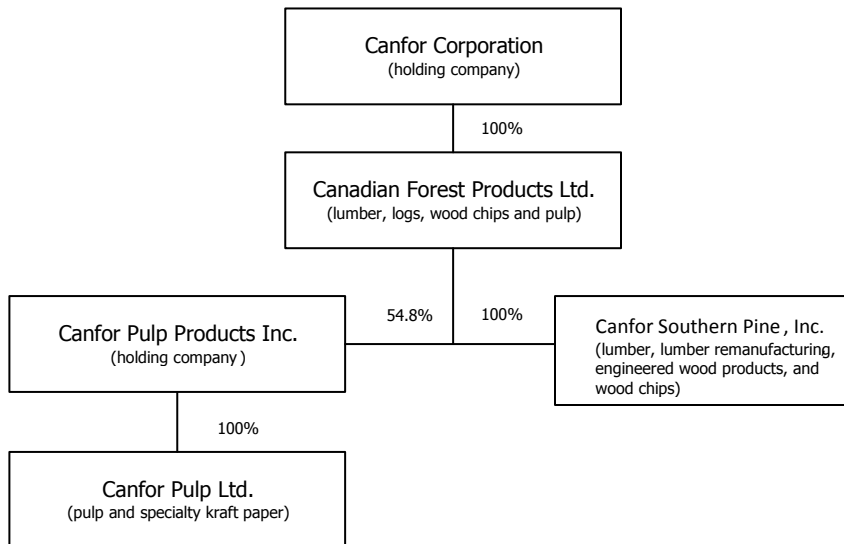
INCORPORATION

The Company was incorporated on May 17, 1966 under the British Columbia *Company Act* as part of a reorganization of predecessors of the Canfor group of companies, the first of which commenced operations in 1938. The Company is now governed by the *Business Corporations Act* (British Columbia). In July 1983, Canfor became a public company and the Common Shares of the Company are listed and traded on The Toronto Stock Exchange (“TSX”).

The registered and head office of the Company is located at 100 - 1700 West 75th Avenue, Vancouver, British Columbia. In this Annual Information Form, Canfor Corporation is referred to as the “Company” and, unless otherwise indicated by the context, “Canfor” refers to the Company and its subsidiaries as described under “Corporate Structure” below.

CORPORATE STRUCTURE

The following chart shows, as at December 31, 2018, the Company’s material subsidiaries and its interest in Canfor Pulp Products Inc. (“CPPI”), and their primary products or activities and the percentage of voting securities or ownership held. All of the companies listed below were incorporated or amalgamated under the laws of British Columbia and are now governed by the British Columbia *Business Corporations Act*, except Canfor Pulp Ltd., which is constituted under the *Canada Business Corporations Act*, and Canfor Southern Pine, Inc. (formerly New South Companies Inc.) (“CSP”), which is constituted under the laws of the State of South Carolina.



See “Business of Canfor – Other Significant Events” for a description of recent transactions occurring after December 31, 2018.

BUSINESS OF CANFOR

Canfor is a leading Canadian integrated forest products company based in Vancouver, British Columbia, involved primarily in the lumber business, with production facilities as of December 31, 2018 in Canada in British Columbia and Alberta and in the southern United States in North and South Carolina, Alabama, Georgia, Mississippi and Arkansas. Canfor also has 54.8% interest in the pulp and paper business owned by CPPI. The capacity and production figures set out in this Annual Information Form are presented as at December 31, 2018.

As at December 31, 2018, Canfor employed approximately 6,240 people in its wholly owned and majority owned subsidiaries, of which approximately 1,278 are employees of CPPI. For a detailed breakdown of employees and related collective agreements, refer to the sections referenced "Lumber" and "Pulp and Paper", herein.

Canfor's softwood lumber production facilities located in Western Canada and the southern United States have a total annual production capacity at December 31, 2018 of approximately 5.9 billion board feet of lumber, adjusted for additional shifting at certain mills and near-term capital investment. Canfor's products also include remanufactured and finger-jointed lumber, engineered wood products, wood chips, wood pellets and logs.

Canfor also holds a 54.8% interest in the pulp and paper business of CPPI with annual production capacity at December 31, 2018 of approximately 1.1 million tonnes of kraft pulp, 140,000 tonnes of kraft paper and 220,000 tonnes of Bleached Chemi-Thermo Mechanical Pulp ("BCTMP"). See "Business of Canfor – Other Significant Events".

Canfor also holds approximately 15.2 million cubic metres of annual harvesting rights under its forest tenures and pulpwood agreements.

Canfor's products are exported primarily to the United States and Asia as well as shipped domestically in Canada. Canfor maintains wood products sales offices in: Vancouver, Canada; Myrtle Beach, Mobile, and El Dorado, United States; Tokyo, Japan; and Shanghai, China. CPPI has pulp sales offices in: Vancouver, Canada; Tokyo, Japan; and Seoul, South Korea, and is represented by sales representatives serving various other markets around the world.

General Development

One of Canfor's primary objectives is to be the leading supplier of wood products to the building industry around the world. Canfor is focused on increasing its building products business in global markets, including key offshore markets such as China and Japan, and on making higher value structural lumber and specialized products for specific customer needs. In November, 2018, the Company announced an agreement to acquire 70% of the VIDA Group of Sweden ("VIDA") (see "Business of Canfor – Other Significant Events" below). The acquisition is anticipated to close in the first quarter of 2019 and will expand Canfor's global markets to include Europe, Australia, and Africa. The Company is also committed to being a major supplier to the retail segment of the lumber market, which includes serving major home centres.

Canfor's overall business strategy is to be a leader in the forest products industry achieving top-quartile margin performance by:

- Expanding geographical markets, increasing market share of value-added products and building strong long-term partnerships with valued customers;
- Optimizing the extraction of high-margin products and value from its available fibre sources;
- Attaining world class supply chain performance;
- Achieving and maintaining a low cost structure and maintaining a strong financial position;
- Developing an enterprise-wide culture of safety, innovation and engagement;
- Capitalizing on attractive growth opportunities; and
- Optimizing its green energy business and positioning the Company as a leading supplier of green, environmentally friendly building products.

CPPI's overall business strategy is to be a pulp and paper industry leader with strong financial performance accomplished through:

- Optimizing the value from its premium quality pulp and paper products in specialty end use applications;
- Attaining world-class supply chain performance;
- Preserving its low-cost operating position and maintaining a strong financial position;
- Growing its green energy business;
- Developing an enterprise-wide culture of safety, innovation and engagement; and
- Capitalizing on attractive growth and diversification opportunities.

In support of these strategies, during the past three financial years, Canfor (including CPPI) has made capital investments of approximately \$605 million at its lumber operations and \$268 million at its pulp and paper operations, for a total of \$873 million.

Other Significant Events

Other significant events for Canfor over the past three fiscal years have been the following:

Acquisition of Majority Interest in VIDA Group of Sweden

On November 15, 2018, the Company announced that it had entered into an agreement to purchase 70% of Sweden's largest privately owned sawmill company, VIDA, for a purchase price of 3,990 million Swedish Krona, including an estimated \$125 million of working capital. The current owners of VIDA will retain a 30% interest and continue to manage the day-to-day business. VIDA's nine sawmills are strategically located in high quality and sustainable fibre regions of southern Sweden, producing up to 1.1 billion board feet of spruce and pine products annually. In addition, VIDA operates nine value-added facilities that include premium packaging, modular housing, industrial products and energy. The transaction is expected to close in the first quarter of 2019.

Acquisition of Elliott Sawmilling Co., Inc.

On November 9, 2018, the Company announced that it had entered into an agreement to purchase Elliott Sawmilling Co., Inc. ("Elliott") located in Estill, South Carolina for a purchase price of US\$110 million, including working capital. The phased acquisition will be completed over a period of two years, with 49% being acquired on closing and 51% being acquired one year later. Elliott has an annual production capacity of high value Southern Yellow Pine ("SYP") in excess of 210 million board feet, with the sawmill consisting of both large and small log lines. The first phase of the transaction is expected to close in the second quarter of 2019.

Temporary Production Curtailments

On November 1, 2018, the Company announced the temporary curtailment of sawmill operations in British Columbia during the fourth quarter of 2018 due to log supply constraints, log costs and market conditions. The curtailment reduced Canfor's British Columbia production output by approximately 10% through the fourth quarter of 2018. On December 14, 2018, the Company announced the extension of these temporary curtailments. Furthermore, on January 30, 2019, the Company announced additional temporary curtailments of operations at three British Columbia sawmills. These combined temporary curtailments will reduce Canfor's production output by approximately 95 million board feet in the first quarter of 2019.

Construction of Greenfield Sawmill

On February 22, 2018, the Company's Board of Directors announced plans to construct a new greenfield sawmill in Washington, Georgia at a cost of US\$120 million with annual capacity of 275 million board feet. As a result of challenging market conditions and inflationary construction cost pressures the Company has decided to defer its decision on the construction of a greenfield sawmill until at least the end of 2019.

Softwood Lumber Agreement

See "Legal Proceedings and Regulatory Actions" for a description of developments relating to the Softwood Lumber Agreement in 2018.

Ownership Interest in Pellet Plants in Northern British Columbia Interior

In September 2014, the Company announced plans to construct a pellet plant at both its Chetwynd and Fort St. John sawmill sites, in the Northern British Columbia interior (the "Pellet Plants"). In October 2014, Canfor and Pacific BioEnergy Corporation, a pellet plant operator in British Columbia, entered into a Limited Partnership Agreement (the "LP Agreement") to construct and operate the Pellet Plants. The Chetwynd Pellet Plant commenced operations late in 2015 while the Fort St. John Pellet Plant commenced operations in early 2016. As of December 31, 2017 Canfor, owned an approximate 95% interest in the Pellet Plants while Pacific BioEnergy Corporation owned the remaining 5%. On January 1, 2018, Pacific BioEnergy Corporation exercised its option to increase its ownership interest in the Pellet Plants to 15%.

Sale of Investment in Anthony EACOM Inc

In March 2017, the Company completed the sale of its 50% investment in Anthony EACOM Inc. ("Anthony Eacom"), an I-joist plant located in Sault Ste. Marie, Ontario with annual capacity of 54 million lineal feet, for net proceeds of \$21.1 million.

Acquisition of Beadles & Balfour

In August 2014, the Company entered into a phased purchase agreement with Beadles Lumber Company and Balfour Lumber Company Inc. ("Beadles & Balfour") of Georgia. The transaction involved the phased purchase of the operating assets of Beadles & Balfour over a 2 year period, at an aggregate purchase price, excluding working capital, of US\$68.0 million. The first phase of the acquisition closed on January 2, 2015 with an initial equity interest of 55%. On January 2, 2017, the Company completed the final phase of the acquisition, increasing the Company's ownership interest in Beadles & Balfour to 100%. The transaction included two sawmills located in Thomasville and Moultrie, Georgia in an area with high-quality fibre supply, with one sawmill focused primarily on one-inch lumber products and the other sawmill producing structural lumber, with combined annual production capacity of 250 million board feet following capital upgrades and additional shifting.

Acquisition of Scotch Gulf

On August 9, 2013, Canfor completed the first phase of the phased purchase of Scotch & Gulf Lumber, LLC ("Scotch Gulf") of Mobile, Alabama, representing an initial 25% interest in Scotch Gulf. On August 1, 2014, Canfor completed the second phase of the acquisition of Scotch Gulf, increasing its ownership to 33.3%. On January 30, 2015, Canfor completed the third phase of the acquisition, bringing Canfor's interest in Scotch Gulf to 50%. On July 29, 2016, Canfor completed the final phase of the acquisition, bringing Canfor's interest in Scotch Gulf to 100%. The aggregate purchase price for Scotch Gulf was US\$110 million, including working capital. The Scotch Gulf purchase included three sawmills located within an area of high-quality fibre supply with annual production capacity of 440 million board feet, after reflecting planned near-term capital investments.

Acquisition of Wynndel Box and Lumber

On April 15, 2016, the Company completed the acquisition of the assets of Wynndel Box and Lumber Ltd. ("Wynndel"), located in the Creston Valley of British Columbia for a purchase price of \$40.3 million, including working capital. Wynndel produces premium boards and customized specialty wood products, and has access to high-quality fibre. The acquisition of assets included a sawmill with annual production capacity of 80 million board feet, and approximately 65,000 cubic meters of annual harvesting rights in the Kootenay Lake Timber Supply Area.

Conifex Investment Agreement

On August 4, 2015, the Company announced the completion of an investment agreement with Conifex Inc., a subsidiary of Conifex Timber Inc. ("Conifex") pursuant to which Conifex issued a five-year senior secured note payable to the Company in the amount of \$30.0 million, secured by a first lien on a forest license in British Columbia with 200,000 cubic metres of annual cut. On February 12, 2016, the Company exercised its option to convert the loan into an ownership interest in the forest licence.

Acquisition of Anthony Forest Products

On October 30, 2015, the Company completed the acquisition of Anthony Forest Products Company ("Anthony Forest Products") located in El Dorado, Arkansas for a purchase price of US\$93.5 million, including working capital. Anthony Forest Products included four facilities including a sawmill and laminating plant in Arkansas, a

laminating plant in Georgia and a 50% interest in Anthony Eacom, located in Sault Ste. Marie, Ontario which the Company sold in March 2017.

Sale of Investment in Lakeland Mills Ltd. And Winton Global Lumber Ltd.

On July 1, 2015, the Company sold its 33.3% investment in Lakeland Mills Ltd. and Winton Global Lumber Ltd. to Robert Stewart Holdings Ltd. for cash consideration of \$30.0 million. The first installment of \$15.0 million was received on July 1, 2015 and the second installment for \$15.0 million was received on July 1, 2017.

Sale of Taylor Pulp Mill

On January 30, 2015, the Company completed the sale of its BCTMP Taylor pulp mill to CPPI for cash proceeds of \$12.6 million, including working capital. The transaction also included a long-term fibre supply agreement under which Canfor will supply fibre to the Taylor pulp mill at prices that approximate fair market value. In addition to the cash proceeds, under the agreement, Canfor was entitled to receive additional contingent consideration over a three year period ending January 31, 2018, based on the Taylor pulp mill's annual adjusted operating income before amortization. No contingent consideration was paid over this three-year period.

Normal Course Issuer Bids

On March 5, 2018, the Company renewed its normal course issuer bid first launched in March of 2013. Under this current bid, the Company can purchase for cancellation up to 6,439,764 Common Shares or approximately 5% of its issued and outstanding Common Shares as of March 1, 2018. The renewed normal course issuer bid is set to expire on March 6, 2019. During 2018, Canfor purchased 3,425,580 Common Shares for \$84.8 million. Under a separate normal course issuer bid in 2018, CPPI purchased Common Shares from non-controlling shareholders. As at December 31, 2018 and February 21, 2019, Canfor's ownership interest in CPPI was 54.8%.

During 2017, Canfor purchased 4,159,593 Common Shares for \$90.7 million. Under a separate normal course issuer bid in 2017, CPPI purchased Common Shares from non-controlling shareholders increasing Canfor's ownership of CPPI from 53.6% at December 31, 2016 to 54.8% at December 31, 2017.

During 2016, Canfor did not purchase any Common Shares. Under a separate normal course issuer bid in 2016, CPPI purchased Common Shares from non-controlling shareholders increasing Canfor's ownership of CPPI from 51.9% at December 31, 2015 to 53.6% at December 31, 2016.

Union Agreements

Canfor's collective agreements with the United Steelworkers ("USW") expired on June 30, 2018. The Company is encouraged that a Memorandum of Agreement ("MOA") for a new five-year term has been reached with the USW. The MOA includes seven of Canfor's certified mills in BC. The USW will be conducting ratification votes on the MOA during the first quarter of 2019.

In addition, Canfor has three mills represented in the negotiation process being led by the Interior Forest Labour Relations Association ("IFLRA"). Canfor remains optimistic that a settlement will be reached between the IFLRA and the USW.

The Company has a contract with the UNIFOR for Canfor's Grande Prairie operation in Alberta, which will expire on September 30, 2022.

CPPI has collective agreements with the UNIFOR and the PPWC Public and Private Workers of Canada ("PPWC"). Both agreements are set to expire on April 30, 2021.

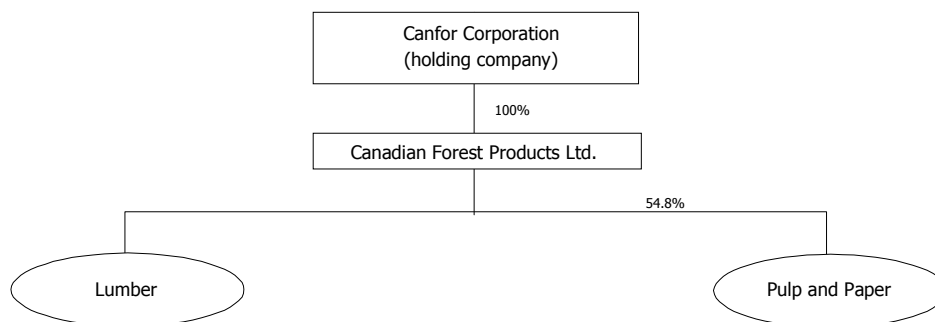
Trends, Events, Risks and Uncertainties

For additional information regarding changes to Canfor's business expected in 2018 and known trends, commitments, events or uncertainties, see Canfor's "2018 Management's Discussion and Analysis", in particular, the "Outlook" and "Risks and Uncertainties" sections thereof, which are incorporated by reference herein.

Business Segments

Canfor's business is in two reportable segments: "Lumber" and "Pulp and Paper". The Lumber segment includes Canfor's sawmilling and remanufacturing operations and the Pulp and Paper segment includes the kraft pulp, kraft paper, and BCTMP businesses of CPPI, in which Canfor has a 54.8% interest. Canfor has not reported the Panels business (which historically has included its plywood and OSB operations) as a separate reporting segment since 2008, given that all of the Company's panel operations and interests are now either indefinitely idled, permanently closed, or sold and the business does not meet the required criteria for segment reporting under International Financial Reporting Standards ("IFRS").

The following chart and notes outline Canfor's business segments and their respective principal operations as at December 31, 2018. Unless otherwise indicated in the diagram and descriptions below, Canfor has a 100% interest in the operations referred to in each segment.



- Twelve sawmills in British Columbia and one in Alberta, with annual production capacity of 4.1 billion board feet.
- Three sawmills in South Carolina, three in Alabama, two in Georgia, one in North Carolina, one in Mississippi and one in Arkansas with annual production capacity of 1.8 billion board feet.
- Other operations include one finger-jointing facility in North Carolina, two laminating plants in Arkansas and Georgia, respectively, and a whole-log chipping plant in British Columbia.
- Woodlands operations with an allowable annual cut of 15.2 million m³, of which 11.7 million m³ directly supports lumber operations.
- 60% interest in Houston Pellet Inc. in Houston, British Columbia.
- 85% interest in two pellet plants located in Chetwynd and Fort St. John, British Columbia.
- Lumber sales and marketing.
- 54.8% interest in three kraft pulp mills, one kraft paper mill and one BCTMP mill with annual production capacity of approximately 1.1 million tonnes of kraft pulp, 140,000 tonnes of kraft paper and 220,000 tonnes of BCTMP.
- Pulp and paper marketing.

The following table sets out, by business segment, Canfor's total sales revenues for the last two years (including 100% of the revenues of its majority-owned subsidiaries). Further details can be found in the Company's annual financial statements:

	Years ended	
	<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
	(Millions of dollars)	
Lumber.....	\$3,670.4	\$3,365.6
Pulp and Paper.....	<u>1,374.0</u>	<u>1,197.7</u>
Total sales	<u>\$5,044.4</u>	<u>\$4,563.3</u>

The following table indicates the percentage composition of Canfor's consolidated sales revenues by market for the last two years (including 100% of the revenues of its majority owned subsidiaries). Further details can be found in the Company's annual financial statements:

	Years ended	
	December 31,	
	2018	2017
United States	54%	56%
Asia	30%	29%
Canada.....	12%	12%
Europe	2%	1%
Other	2%	2%
Total	100%	100%

WOOD SUPPLY

Timber Resources

Canfor harvests timber under forest tenures held by it in British Columbia and west central Alberta, and has a total allowable annual cut ("AAC") of approximately 15.2 million cubic metres at December 31, 2018. The forest tenures consist of both area-based and volume-based replaceable tenures and volume-based non-replaceable tenures. In addition, through various third party business arrangements with other tenure holders including First Nations, Canfor also manages nearly 2 million cubic metres of volume throughout its operating areas in British Columbia, the majority of which is directed to its various manufacturing facilities. Canfor's Canadian wood fibre requirements are also met by open market purchases and exchanges of logs on either a spot or contract basis. The wood fibre requirements in the U.S. are met through open market purchases from private timberland owners, the US Forest Service, and Timber Investment Management Organizations ("TIMO").

The following table sets out Canfor's timber resources as at December 31, 2018:

	Productive Area (Hectares)	Allowable Annual Cut (Cubic metres)
British Columbia		
Tenures having regulated sustained yields ⁽¹⁾		
Area-based — Tree Farm Licenses ⁽²⁾	967,592	1,939,302
Volume-based — Forest Licenses (replaceable) ⁽³⁾	N/A	8,099,440
— Forest Licenses (non-replaceable) ⁽⁴⁾	N/A	250,000
— Pulpwood Agreements (non-replaceable) ⁽⁵⁾	N/A	3,554,000
Alberta		
Tenures having regulated sustained yields ⁽¹⁾		
Forest Management Agreement	644,695	715,000
Timber Quotas ⁽⁶⁾	N/A	666,707
Total	1,612,287	15,224,449

Notes:

- (1) For an explanation of "regulated sustained yields", see the section entitled "Forest Management" below.
- (2) Comprised of Tree Farm License ("TFL") 14 (Spillamacheen), TFL 18 (Clearwater), which had an AAC reduction of 57,960 m3 in 2018, TFL 30 (Sinclair), which had an AAC increase of 2,063 m3 in 2017, and TFL 48 (Chetwynd).
- (3) The Kamloops RFL A18688 had an AAC reduction of 17,713 m3 in 2018.
- (4) Includes 250,000 m3 held jointly with the West Moberly First Nation.
- (5) Includes Pulpwood Agreements ("PA") 3, 7, 12, and 14. PA 3 and 7 have not been actively utilized by Canfor during their term. PA 1, with a volume of 1,287,000 m3, was terminated on November 22, 2018; PA 14, with a volume of 610,000 m3, was suspended on June 25, 2018 and is due to expire in 2019; PA 3 and PA 7, with a combined volume of 2,774,000 m3, are to expire in 2020 and 2022, respectively, with no opportunity to be renewed.
- (6) Includes the addition of 219,248 m3 of available undercut AAC related to Timber Quota CTQP19001, available until 2019. In 2018, a new Timber Quota CTQB100001 was acquired by the Company in the south west of Alberta for the Kootenay region (13,810 m3).

Note: N/A denotes Not Applicable.

Canfor does not hold timber resources in the form of forest tenure rights for its US based operations, but instead relies on open market purchase and supply contracts for these facilities, all of which are located in areas of high quality sustainable fibre supply.

British Columbia

The Province of British Columbia owns approximately 95% of all timberlands in the province. Pursuant to the provisions of the *Forest Act* (British Columbia) ("Forest Act"), the Minister of Forests, Lands, Natural Resource Operations, and Rural Development is empowered to grant various forms of tenure and to regulate forestry operations.

A TFL requires a licensee undertake the management of an area of Crown forest land, often in combination with other forest land held by the licensee, to yield an annual cut on a regulated sustained yield basis. TFLs are granted for 25-year terms and, subject to satisfactory levels of performance, may be replaced every five to ten years with new TFLs with 25-year terms. Canfor's TFL 18 (Clearwater) was replaced in 2001 for a 25-year term. Each of TFL 14 (Spillimacheen), TFL 30 (Sinclair) and TFL 48 (Chetwynd) were renewed in 2017 for 25-year terms.

A Forest License is a volume-based tenure, which authorizes a right to harvest a specified volume of timber each year within a particular timber supply area ("TSA") and generally provides for up to 20-year terms. These licenses must be replaced every five to ten years for further 15-year terms, subject to satisfactory levels of performance. Canfor holds 17 replaceable Forest Licenses, under which it is continuing to harvest (in addition to two such licenses which have no remaining AAC), all of which were replaced between 1998 and 2006 and some more recently in 2017. Canfor also holds two non-replaceable Forest Licenses under joint venture agreements with West Moberly First Nation, which expire in 2023.

In addition, Canfor has four Pulpwood Agreements with the Province of British Columbia, which grant a holder the right to obtain licenses to harvest up to a specified volume of timber within a particular geographic area, subject to certain conditions. Canfor has the right, if necessary and subject to the terms of the Pulpwood Agreements, to supply the requirements of CPPI's three pulp mills at Prince George under Pulpwood Agreement No. 3, which expires in 2020, and Pulpwood Agreement No. 7, which expires in 2022. None of these Pulpwood Agreements are replaceable under the *Forest Act* and Canfor has not needed to access timber under these or their predecessor agreements since 1976. Canfor also has the right under Pulpwood Agreement No. 12 to 170,000 cubic metres of deciduous timber per year in the Fort St. John TSA in connection with its supply commitment to the Taylor pulp mill in Fort St. John. Pulpwood Agreement No. 14, located in the Fort Nelson TSA in connection with the Company's PolarBoard OSB mill, for 610,000 cubic metres, was suspended June 25, 2018, due to the requirements in the Pulpwood Agreement to maintain the operation of a mill in Fort Nelson. The Company's PolarBoard OSB mill in Fort Nelson has been indefinitely idled since 2008.

For each Forest License and TFL, an AAC is determined. The actual cut in any one year may vary from year to year provided that the actual cut over a five-year period does not exceed 110% of the aggregate AAC for that period. As required by the *Forest Act*, the provincial Chief Forester determines the AAC for each TFL and the total AAC in each TSA (which affects the AAC of Forest Licenses in that TSA) in the Province. The Chief Forester is required to repeat such determination every five years, but has the option of postponing a redetermination for a period of up to ten years after the last determination if she concludes that the AAC will not change significantly from the previous determination. The AAC reflects harvesting practices in the previous five years, timber conditions, regional and local economic and social interests and environmental considerations for these licenses and areas.

Alberta

In west central Alberta, Canfor holds a Forest Management Agreement ("FMA") #9900037 under which it undertakes to manage a designated area of Crown forestland. This FMA was renewed by government on March 16, 2015, for a term of 20 years.

The Province of Alberta also grants Timber Quotas having terms of 20 years and containing provisions for renewal. These quotas are intended to provide a continuous supply of timber in perpetuity. As a result of the amalgamation of Timber Quotas by the Province of Alberta in 2010, Timber Quota CTQP190001 was established and assigned to Canfor. In addition, Canfor holds Timber Quota CTQP520003. Both quotas became effective May 1, 2012 and are set to expire for renewal on April 30, 2024. Canfor also acquired Timber Quota CTQB100001 in 2018.

Canfor's regulated sustained yield tenures in Alberta specify an AAC and an aggregate allowable cut over a five-year period. The actual cut during each five-year period must be at least 60% of the aggregate specified for that period for the tenure to remain in good standing. Canfor would be subject to significant levies if its harvest were to exceed 110% of the aggregate allowable cut for that period.

Canfor is in substantial compliance with the harvesting terms of all of its tenure agreements in British Columbia and Alberta.

Forest Health

The infestation of the Mountain Pine Beetle has substantially run its course in virtually every TSA throughout the interior of British Columbia and western Alberta, including many of Canfor's operating areas. The impact of this outbreak has started to affect the mid-term and long-term timber supply in the interior of British Columbia and, to a lesser degree, in Alberta. Given the nature and extent of the infestation, the mid-term and long-term operational and financial impact on Canfor may be significant. The Company has however taken steps to minimize exposure to these impacts.

The 2018 outbreak of spruce beetle in the Mackenzie TSA and northeastern portion of the Prince George TSA has also caused Canfor to shift its harvesting in that region into stands under imminent threat or of high susceptibility to spruce beetle infestation. Canfor is working collaboratively with other forest companies and local and Provincial Government agencies to develop planning and harvesting tactics and strategies to arrest the spread and limit the damage caused by this outbreak. At this time Canfor has sufficient capacity to handle the outbreak within its operating areas.

For additional information regarding the Mountain Pine Beetle infestation and its impact on Canfor and its operations, see the Company's "2018 Management's Discussion and Analysis", in particular, the "Risks and Uncertainties – Forest Health" section thereof, which is incorporated by reference herein.

Indigenous Relations

The issues relating to Indigenous rights and title and consultation continue to be heard, developed, and resolved by Canadian courts at all levels. Canfor continues to cooperate, communicate, and exchange information and views with Aboriginal groups in order to foster good relationships and minimize risks to its tenures, operations, and operational plans, and will continue to participate with the Province in its consultations with Indigenous groups. Due to their complexity, it is not anticipated that the issues regarding Indigenous rights and title or consultation will be resolved in the short term and their impact, if any, on the timber supply from Crown lands and Canfor's tenures and operations is unknown at this time. For additional information regarding the Indigenous issues and their impact on Canfor and its operations, see the Company's "2018 Management's Discussion and Analysis", in particular, the "Risks and Uncertainties – Indigenous Relations" section thereof, which is incorporated by reference herein.

Forest Management

Canfor is responsible for all aspects of forest management on the lands within its TFLs in British Columbia. In Alberta, Canfor is responsible for all aspects of forest management on the lands covered by its FMAs except forest fire protection, which is a responsibility of the Province of Alberta under terms of an agreement with the Company. The lands held under TFLs, FMAs, Forest Licenses and Timber Quotas are managed on a "sustained yield" basis, whereby the volume of timber harvested is regulated according to the productive capacity of the land and the inventory of mature timber available for harvest. In British Columbia and Alberta, Canfor is responsible for reforestation of areas logged on all of its sustained yield tenures. The overall management of forestlands held under Forest Licenses and Timber Quotas is the responsibility of the respective forest Ministries of British Columbia and Alberta.

Canfor carries out its forest management responsibilities through a full complement of registered professional foresters, biologists, engineers, and technologists; as well as additional professional staff hired on a part-time and contract basis. This forestry staff is engaged in supervising all aspects of forest development including planning, road development, harvesting methods, and forest protection, and in research and development programs to increase the yield of its forestlands and improve the quality of its timber resources. Canfor currently operates, directly or under contract, seed orchards for the genetic improvement of forest seed at Vernon, British Columbia, and at Grande Prairie, Alberta.

Customers of forest products companies increasingly require assurances that products purchased are derived from well-managed forests. Canfor has responded by implementing a comprehensive third-party sustainable forest management ("SFM") certification strategy to verify the effectiveness of its forest management practices.

Canfor did not renew its International Organization for Standardization ("ISO") 14001 certification in September 2018, on the basis that ISO certification was no longer required in light of Canfor's own internal environmental policies and third-party sustainable forest management certification. Canfor retains certification under the Canadian Standards Association ("CSA") standard for sustainable forest management (CAN/CSA Z809) for its FMA area at Grande Prairie, Alberta, for its TFLs at Radium, Chetwynd, Prince George and Vavenby, British Columbia, for its Forest Licenses at Fort St. John, Houston, Prince George, Fort Nelson, Vanderhoof, Vavenby, Elko, Creston, Radium and Mackenzie, British Columbia and for its Pulpwood Agreements at Fort St. John and Fort Nelson, British Columbia. However, Canfor is currently transitioning to the Sustainable Forestry Initiative ("SFI") certification in these areas, and anticipates to be certified to the SFI standard

in the spring of 2019, at which time its CSA certification will not be renewed. At present, 99% of Canfor's AAC is certified to the following standards: CSA sustainable forest management (CAN/CSA Z809), Forest Stewardship Council ("FSC") and SFI. Canfor received its continued registration under the (CAN/CSA Z809) standard corporately in 2018, allowing Canfor to offer this trading certification to its customers.

Canfor has seen an increased interest from customers worldwide in understanding the origin of the products they purchase. Canfor continues to make significant progress in implementing a certified Program for Endorsement of Forest Certification ("PEFC") Chain of Custody system to provide this information. PEFC is a global, independent non-government organization for the assessment and mutual recognition of forest certification schemes. "Chain of Custody" is the process of tracking forest products from their place of origin (forest) through all stages of transfer and production to the final consumer as an end product. The PEFC Chain of Custody system that Canfor has put in place is able to track all of the Company's raw wood material and its certification status both from the Company's own managed forest tenures as well as those from outside suppliers.

In June 2017, Canfor received a new Chain of Custody Certificate (PEFC-certified) based on second quarter 2017 audits by the accounting firm KPMG Performance Registrar Inc., which covers the production of raw wood material including: logs, residual chips, and whole log chips to the point of sale and the production of lumber to the point of sale from the following facilities: Chetwynd sawmill, Fort St. John sawmill, Grande Prairie sawmill, Houston sawmill, Polar sawmill, Prince George chip plant, Prince George sawmill, Plateau sawmill, Isle Pierre sawmill, Vavenby sawmill, Radium sawmill, and Mackenzie sawmill. The Chain of Custody Certificate will expire on June 20, 2022.

Canfor has Timber Quota operations within an FMA held by Daishowa Marubeni International ("DMI") in North Western Alberta. In 2012, DMI made the decision to adopt SFI certification for their FMA. This certification came into effect on October 1, 2012 and includes the Canfor Timber Quota. Canfor's operation in the Creston Valley, British Columbia (through the recent acquisition of Wynndel) is also certified to SFI, for Forest License A20214, as well as the procurement of logs for the Wynndel sawmill. Additionally, softwood lumber, chips and sawdust produced by Canfor and associated outsourced manufacturing carried out for the Wynndel operation is certified to SFI Chain of Custody standard. Once Canfor transitions to SFI in the current CSA certified areas as noted above, the current certified areas to SFI in Alberta and Creston will be amalgamated into one Canfor multisite SFI certificate.

As a result of its acquisition of the Elko and Canal Flats sawmills in Southern British Columbia in 2012, Canfor also retains a FSC certification under the FSC British Columbia Standard, for forests in the East Kootenay Defined Forest Area, including TFL 14 and five replaceable Forest Licences in the Invermere, Cranbrook, and Kootenay Lake TSAs. The Radium operating area is not included at this time. Canfor received an FSC Multi-site Chain-of-Custody certificate for Elko and Radium sawmills in 2012. These FSC certified areas will remain certified to the FSC standard.

Wood Fibre Supply

The wood fibre supply for Canfor's lumber and pulp operations in Canada is primarily obtained from logging of Canfor's forest tenures and purchasing logs and chips. Logs are also purchased from other tenure holders and from farmers, Aboriginal groups and other private landholders. Chips and waste materials are purchased from sawmills and other wood products producers.

As part of the spin-out of its kraft pulp and paper business in 2006 to a predecessor of CPPI, including its three pulp mills in the Prince George area, Canfor entered into perpetual residual wood chip, whole log chipping and hog fuel agreements with CPPI.

The following table sets out the volume of wood fibre produced and purchased in Canfor's operations and the volume of wood fibre sold to other wood fibre consumers for the last two financial years:

	<u>Years ended</u> <u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
	(000 cubic metres)	
Wood Fibre Supply		
Log Production – Canfor Tenures.....	13,322	13,538
Log Purchases	10,391	8,666
Net Sales/Trades/Transfers.....	(2,634)	(1,560)

During 2018, CPPI purchased 63% of its chip demand from Canfor pursuant to the fibre supply agreements between both entities, which are not included in the above table. See "Pulp and Paper" below.

Canfor has one whole-log chipping facility in the Prince George area, with available annual capacity of 480,000 oven-dried tonnes of chips, that supplements its supply of sawmill residual chips.

With the acquisition of the Tembec Industries Ltd. ("Tembec"), Elko, and Canal Flats sawmills' whole-log chipping infrastructure and associated timber tenures in the East Kootenay region of British Columbia in March of 2012, Canfor entered into a chip supply and hog fuel supply agreement with Tembec for its Skookumchuck pulp mill. Under this agreement, supply commitments for chips and hog fuel are established annually. The Skookumchuck pulp mill was sold by Tembec to Paper Excellence in 2013, and this agreement was assigned to Paper Excellence accordingly.

Canfor does not hold timber resources in the form of forest tenure rights for its US based operations, but instead relies on open market purchase and supply contracts for these facilities, all of which are located in areas of high quality sustainable fibre supply.

LUMBER

Lumber Production Facilities

As at December 31, 2018, Canfor owned twelve sawmills in the interior region of British Columbia, one in Alberta, three in South Carolina, two in Georgia, one in North Carolina, three in Alabama, one in Mississippi and one in Arkansas. Canfor's sawmills, adjusted for additional shifting and near-term capital investment, has annual production capacity of approximately 5.9 billion board feet of lumber. Following the anticipated completion of the aforementioned VIDA and Elliott acquisitions in the first half of 2019, Canfor's aggregate worldwide lumber production capacity will increase to approximately 7.2 billion board feet.

The majority of lumber produced by Canfor from its existing facilities is construction and specialty grade dimension lumber that ranges in size from one by three inches to two by twelve inches and in lengths from six to twenty-six feet. A significant and increasing proportion of Canfor's lumber production is comprised of specialty products that command premium prices, and high-value products including Square Edge lumber for the North American market, J-grade lumber for the Japanese market, and machine stress rated ("MSR") lumber used in engineered applications such as roof trusses and floor joists. As a result of its recent acquisitions, Canfor has expanded its product offering to include high-value engineered wood products, higher-grade MSR lumber, as well as premium one-inch boards.

As a by-product of Canfor's lumber production facilities, wood chips are produced from the portion of each log not converted into lumber. These wood chips are sold to pulp mills for use as their raw material, including CPPI pursuant to fibre supply agreements entered into between Canfor and CPPI in connection with Canfor's spin-out of its pulp and paper business in 2006. The chip pricing under the agreements with CPPI were renewed in 2018 for a three year period, while the chip pricing for the Taylor pulp mill is currently under review and is expected to be renewed in 2019 (see "Pulp and Paper"). In addition, Canfor extracts pulpwood from its northern forestry operations and converts this wood to chips for CPPI's pulp and paper operations.

Canfor's other operations include a whole-log chipping plant in British Columbia, two glulam plants in Arkansas and Georgia, respectively, a finger-joint plant in South Carolina, and a trucking division in South Carolina and Georgia. The Lumber segment also includes Canfor's wood products sales and marketing division, located in Vancouver, Canfor's 60% interest in Houston Pellet Inc., a joint venture with Pinnacle Pellet Inc. and the Moricetown Indian Band, which has an annual capacity of 225,000 tonnes of wood pellets, as well as a 85% interest in two pellet plants located Chetwynd and Fort St. John, respectively.

The following table sets out Canfor's lumber production and sales for the last two years (including 100% of the lumber production from its majority-owned subsidiaries):

	Years ended	
	December 31,	
	2018	2017
	(MMfbm) ⁽¹⁾	
British Columbia	3,250.2	3,441.4
Alberta	301.0	302.8
United States	<u>1,406.6</u>	<u>1,410.9</u>
Total Production	<u>4,957.8</u>	<u>5,155.1</u>
Sales⁽²⁾	<u>4,951.3</u>	<u>5,129.6</u>

Notes:

(1) MMfbm denotes million foot board measure. Volumes exclude trim blocks.

(2) Excludes lumber not produced by Canfor but sold under contract for third parties (19 MMfbm in 2018 and 27 MMfbm in 2017).

The following table sets out the log production, log purchases, wood chip production and wood pellet production for the last two years (including 100% of the production and purchases from its majority-owned subsidiaries):

	Years ended	
	December 31,	
	2018	2017
	(000)	(000)
Log Production (m ³)	13,322	13,538
Log Purchases (m ³)	10,391	8,666
Wood Chip Production (oven-dried tonnes)	3,387	3,379
Wood Pellet Production (tonnes)	416	368

Lumber Markets and Distribution

Canfor markets lumber products throughout North America and overseas. In addition to its own production, Canfor markets lumber produced from independent mills and offshore countries to complement its product line.

In 2018, approximately 64% of Canfor's lumber sales volumes were sold to or within United States markets (2017 – 65%) and 11% to Canadian markets (2017 – 10%). The remaining 25% (2017 – 25%) was sold to offshore markets, predominantly to China and Japan. Other offshore markets consist of Korea, Taiwan, Southeast Asia and the Middle East. In 2018, sales volumes of Western SPF lumber were down 4% from the previous year and SYP sales volumes were down 2% from the previous year reflecting lower production and, to a lesser extent, weather-related transportation challenges early in 2018. Substantially all lumber destined for or within North America was shipped by truck or rail. Substantially all product transported offshore was sent by container ship.

For a detailed discussion of the markets for Canfor's lumber products see the Company's "2018 Management's Discussion and Analysis," in particular, the "Lumber – Markets" and "Outlook – Lumber Markets" sections, which is incorporated by reference herein.

Human Resources

As at December 31, 2018, Canfor employed 2,919 persons in its lumber operations in British Columbia (including head office), 215 persons in Alberta, 1,818 persons in the United States, 5 persons in China and 5 persons in Japan. Of these, approximately 44% are covered by collective agreements with the USW, the PPWC and the UNIFOR.

The collective agreement with the USW (which represents the majority of the workers in the British Columbia operations, except as noted below) expired on June 30, 2018. The Company is encouraged that a MOA for a new five-year term has been reached with USW. The MOA includes seven of Canfor's certified mills in BC. The USW will be conducting ratification votes on the MOA during the first quarter of 2019.

In addition, Canfor has three mills represented in the negotiation process being led by the IFLRA. Canfor remains optimistic that a settlement will be reached between the IFLRA and the USW.

The contract with the PPWC, which represents workers at Canfor’s Mackenzie operation, expires on June 30, 2019.

None of Canfor’s operations in the United States are unionized.

PULP AND PAPER

As of December 31, 2018, and December 31, 2017, Canfor owned 54.8% of the shares of CPPI, and increasing from 53.6% at December 31, 2016 as a result of normal course issuer bids by CPPI.

On January 30, 2015 CPPI purchased the Taylor pulp mill from Canfor. See “Business of Canfor – Other Significant Events” for discussion of the sale of the Taylor pulp mill to CPPI.

CPPI Production Facilities

CPPI is a leading global supplier of pulp and paper products with operations based in Prince George and Taylor, British Columbia. CPPI’s strategy is to: preserve its low-cost operating position; optimize the value from its premium quality pulp and paper products in specialty end use applications; grow its green energy business; develop an enterprise-wide culture of safety, innovation and engagement where CPPI is recognized as the preferred employer in its operating regions; and capitalize on attractive growth and diversification opportunities.

CPPI owns and operates four pulp mills and a kraft paper mill with an annual capacity to produce for sale to the market approximately 1.1 million tonnes of northern softwood market kraft pulp (the significant majority of which is bleached to become Northern Bleached Softwood Kraft (“NBSK”) pulp), 220,000 tonnes of BCTMP, and 140,000 tonnes of bleached and unbleached kraft paper. In addition, CPPI generates power at all of its NBSK pulp mills and has long-term agreements with BC Hydrp for electrical load displacement and the sale of power.

In connection with the spin-out of the pulp and paper business to a predecessor of CPPI in 2006, Canfor has two fibre supply agreements (the “Fibre Supply Agreements”) with CPPI, under which Canfor has agreed to supply CPPI with annual quantities of residual wood chips and hog fuel produced from specified sawmills. Prices paid by CPPI for residual wood chips are based on a pricing formula that results in CPPI paying market prices for wood chips, subject to adjustments to the formula to reflect market conditions and other factors such as wood chip quality. The Fibre Supply Agreements exist in perpetuity and pricing mechanisms are renewed and amended every three years to reflect new circumstances. In 2018, the chip pricing for CPPI’s NBSK pulp mills was renewed for another three year period. The chip pricing for CPPI’s BCTMP pulp mill is currently under review and is anticipated to be renewed in 2019.

Canfor also supplies CPPI with pulp logs or other pulpwood harvested from its woodlands operations, at market prices.

Canfor also supplies CPPI with agreed annual quantities of hog fuel produced from specified sawmills. The price paid by CPPI to Canfor for hog fuel supplied under the Fibre Supply Agreements is based on market prices. The hog fuel pricing under the Fibre Supply Agreements is renewed from time to time and amended to reflect market conditions.

Under arrangements entered into with the Company in connection with its spin-out in 2006, CPPI also purchases, at cost, a number of administrative, accounting, legal, and management services from Canfor under a services agreement, which can be terminated, in whole or in part, on twelve months’ notice by either party.

The following table sets out pulp production and sales volumes for the CPPI pulp mills for the last two years:

	<u>Years ended</u>	
	<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
	(000 tonnes)	
Pulp production	1,117	1,205
Pulp sales.....	1,132	1,216

The following table sets out the kraft paper production and sales volumes for CPPI for the last two years:

	Years ended	
	December 31,	
	2018	2017
	(000 tonnes)	
Kraft paper production	135	138
Kraft paper sales	130	139

CPPI Markets and Distribution

CPPI has a sales and marketing department staffed by full time marketing professionals who are responsible for global sales of the pulp produced by its mills. Customers in the Americas are serviced through the Vancouver office. European and Asian customers (excluding Japanese and Korean customers) are mostly serviced through a marketing cooperation agreement with UPM-Kymmene ("UPM"), outlined below, and long-term sales agents. Sales agents generally realize a commission based either on a percentage of the net selling price of the pulp, or on a rate per tonne of pulp sold, with the fee varying depending on the selling price, services provided, and the tonnage sold.

Two wholly-owned subsidiaries of CPPI, Canfor Pulp Japan Corporation and Canfor Korea Ltd., market CPPI's pulp in Japan and South Korea, respectively.

In 2014, CPPI entered into a strategic sales and marketing cooperation agreement with UPM where CPPI's sales network represented and co-marketed UPM pulp products in North America and Japan whereas UPM's pulp sales network represented and co-marketed CPPI's products in Europe and China.

Premium 1 Papers, a sales and marketing partnership between CPPI and Canadian Kraft Paper Industries Limited ("CKP"), is responsible for marketing all bleached and unbleached kraft paper products produced by the Company's Prince George kraft paper mill's operation and CKP's unbleached kraft paper mill in The Pas, Manitoba. Premium 1 Papers currently employs 17 full time marketing professionals.

In 2018, the approximate geographic distribution of CPPI's mills' pulp sales by volume was 69% to Asia, 27% to the Americas and 4% to the European market (2017 – 69%, 27%, and 4%, respectively).

The approximate geographic distribution of kraft paper sales by volume in 2018 was 81% to North America, 12% to Asia, and 7% to Europe/Middle East (2017 – 79%, 13%, 8%, respectively).

CPPI uses various modes of surface transportation to distribute its pulp and kraft paper products. In the case of pulp, product is shipped from the mills by rail or truck, with each of the mills serviced by at least one dedicated rail spur. In the case of kraft paper, due to the smaller average order size, a much higher percentage is shipped by truck with the balance shipped by rail. Products destined for overseas customers are generally transported by breakbulk cargo vessel for European customers and by either breakbulk or container cargo vessels for Asian customers.

For a detailed discussion of the markets for CPPI's pulp and paper products, see the Company's "2018 Management's Discussion and Analysis", in particular, the "Pulp and Paper – Markets" and "Outlook – Pulp and Paper Markets" sections thereof, which are incorporated by reference herein. Further information can be obtained from CPPI's 2018 annual information form, which can be obtained on SEDAR at www.sedar.com.

CPPI Human Resources

As at December 31, 2018, CPPI employed 1,278 people throughout the organization. Approximately 72% of these employees are hourly employees covered by collective agreements with the UNIFOR and the PPWC. Labour agreements with the UNIFOR and the PPWC covering the pulp and paper operations were successfully concluded and ratified in 2017 for a term of four years expiring on April 30, 2021.

OTHER OPERATIONS

Panels

The Tackama plywood plant, with an annual product capacity of 270 million square feet (3/8" basis), was permanently closed effective January 20, 2012, after being indefinitely idled since October 2008.

The PolarBoard OSB plant in Fort Nelson, with an annual production capacity of 640 million square feet (3/8" basis), was indefinitely idled in mid-2008 and remains idled.

Canfor has not reported its Panels business as a separate reporting segment since 2008, given that it no longer meets the reporting criteria for separate reporting under IFRS.

ENVIRONMENT

General

Canfor's operations are subject to environmental regulation by federal, provincial, state and local authorities, including specific environmental regulations relating to air emissions and pollutants, wastewater (effluent) discharges, solid waste, landfill operations, forestry practices, site remediation and the protection of endangered species and critical habitat.

Canfor is committed to the responsible stewardship of the environment throughout its operations. Canfor meets this commitment by: practicing forest management that recognizes ecological processes and diversity and the integrated use of the forest; designing and operating its facilities to comply with legal requirements; setting environmental objectives and targets to improve environmental performance; and promoting environmental awareness throughout Canfor's operations.

Programs and Standards

Canfor has a long-standing program of regular audits of its Environmental Management System ("EMS") at all operations and also audits compliance with regulatory requirements, principals of due diligence and good industry practices at all manufacturing facilities. Canfor's management believes it has sound environmental management programs established in all operations. These programs are regularly being reviewed to help ensure that Canfor is fulfilling its environmental commitments and responsibilities.

At present, approximately 94% of Canfor's AAC is certified to the following standards: CSA sustainable forest management (CAN/CSA Z809), FSC and SFI. In 2019, Canfor is transitioning the majority of its AAC to SFI certification (see "Wood Supply – Forest Management" above). Canfor's wood products operations have been implementing an ISO 14001-based EMS, but are not seeking ISO 14001 registration at this time. Pulp operations were successfully registered to the ISO 14001:2015 standard in 2018.

In 2017, the British Columbia government updated the spill preparedness, response and recovery portions of the British Columbia *Environmental Management Act*, which increased spill reporting requirements and obligations in British Columbia. Portions of the updated regulations were effective October 31, 2017. Additional administrative and operational requirements for spill reporting were effective October 31, 2018.

Environment Canada released the *Code of Practice for the Management of Air Emissions from Pulp and Paper Facilities* ("Code of Practice") in July 2018. Under the Canadian Environmental Protection Act 1999, the Code of Practice is a voluntary tool for reporting compliance with best practices for sulphur dioxide and total particulate matter emissions.

Carbon and GHG Regulation and Policy

Canfor's facilities are subject to various federal, provincial, state and local regulatory provisions regarding the reporting and treatment of carbon and other greenhouse gas ("GHG") emissions.

For 2019, all of CPPI's pulp mills are expected to report GHG emissions under the British Columbia government's GHG reporting requirements which have been in place since 2009, and which have a reporting threshold of 10,000 tonnes of carbon dioxide equivalents per year ("CO₂e").

GHG emission reporting has also been required in Alberta for several years, although Canfor's wood products facilities have not triggered Alberta reporting thresholds.

Environment and Climate Change Canada ("ECCC") expanded the federal GHG reporting requirements in 2017, including by the lowering of the federal reporting threshold from 50,000 tonnes to 10,000 tonnes of CO₂e, but retained the exclusion of CO₂ emissions from the combustion of biomass or CO₂ emissions from biomass decomposition.

There are four British Columbia sawmills scheduled to receive natural gas boosters to generate incremental heat for kiln drying capacity in 2019. Depending on usage, these facilities may trigger the federal and British Columbia provincial reporting thresholds.

On December 13, 2017, ECCC published the Federal Clean Fuel Standard Regulatory Framework, which is expected to cover all industrial fossil fuels in Canada and give rise to potential cost increases by fuel suppliers of approximately \$100/tonne of CO₂e for the renewable component in addition to existing carbon pricing schemes. The Clean Fuel

Standard is moving ahead, with final regulations targeting liquid fuels by 2020, and gaseous and solid fuels by 2021.

Canfor's biomass cogeneration facility in Alberta now reports under Carbon Competitiveness Incentive Regulation ("CCIR") as of January 1, 2018. This regulation excludes biogenic CO₂e in the 100,000 tonne CO₂e reporting threshold. Canfor has conditionally opted into this protocol as it is a mechanism to generate offsets.

Carbon policy at federal and provincial levels has been under active review and development following the December 2015 United Nations' COP21 climate change conference in Paris. The Canadian federal government is committed to a 30% reduction in 2005 levels by 2030 and supports the 1.5 degree celcius global temperature increase threshold. British Columbia introduced a carbon tax in 2008. As of April 1, 2018, British Columbia's carbon tax was \$35 per tonne, adding a cost of 7.78 cents per litre of gasoline, 8.95 cents per litre of diesel, and 6.65 cents per cubic metre of natural gas. The carbon tax will increase each year by \$5 per tonne until it reaches \$50 per tonne in 2021.

Alberta has developed a new strategy on climate change based on November 2015 recommendations put forward by its Alberta Climate Change Advisory Panel. The Alberta Climate Leadership Plan includes phase out of coal based power generation by 2030 and a broad based carbon levy. In November 2016, Alberta announced that it would implement a \$20 per tonne carbon levy in 2017, rising to \$30 per tonne in 2018. Similar to British Columbia, the levy applies to gasoline, diesel, natural gas, and propane.

In October 2016, the Canadian federal government announced a national "floor price" on carbon of \$10 per tonne beginning in 2018 and increasing \$10 per tonne annually to \$50 per tonne in 2022, and a requirement that all provinces and territories have some form of carbon pricing by 2018. British Columbia and Alberta have implemented federally acceptable carbon tax programs, therefore the federal carbon pricing program will not be material to current Canfor operations.

While Canfor's British Columbia and Alberta sawmill and biomass cogeneration facility GHG emissions are all currently below provincial and federal GHG regulation thresholds, all of Canfor's British Columbia operations are subject to the British Columbia carbon tax and Canfor's Alberta operations are subject to the carbon levy.

Canfor is a participant in the carbon offset market in Alberta and British Columbia, selling offset credits from Canfor Green Energy in Grande Prairie and from several biomass heat energy system projects completed in British Columbia. British Columbia negotiated an amendment to extend offset sales for 2018 and 2019. Alberta will generate offsets under the CCIR or under Additionality, which is an extension of the former offset program.

In the United States, Canfor's sawmills created and have implemented Work Practice Standards with respect to upcoming *Environmental Protection Act Kiln Maximum Achievable Control Technology* ("MACT"). The US Environmental Protection Agency (the "EPA") welcomed industry suggestions on flexible work practices for kilns that would allow each mill to come up with its own Kiln Emissions Reduction Plan to minimize over-drying. For Canfor's US kilns this can be accomplished through either moisture and / or temperature control, as well as with charge management and consideration of kiln integrity.

The EPA also acknowledged that the timeline set for targeted revised limits for biomass under Boiler MACT was challenging and impractical for many US sawmill producers. Industry will be working with the National Council on Air and Stream Improvement to ensure best data is used in responding to the court remand. The EPA has indicated that it hopes to have a new proposal in the summer of 2019. Canfor's US boilers are in compliance with the current EPA guidelines and regulations and Canfor does not foresee the requirement for major future updating for boilers.

Compliance

During 2018, Canfor's operations (including its US sawmills) were in substantial compliance with environmental requirements, except for incidents which have not had, nor are they expected to have, a material effect on Canfor or its operations. For additional information regarding Canfor's environmental initiatives, see the Company's "2018 Management's Discussion and Analysis", in particular the section entitled "Environmental Issues", which is incorporated by reference herein.

COMPETITIVE POSITION

Each market in which the Company sells lumber, pulp, and paper products is highly competitive with many major companies in each market. The Company's competitive position is influenced by the availability, quality and cost of its raw materials, energy and labour, and its plant efficiencies and productivity in relation to its competitors. Like the rest of the Canadian forest products industry, Canfor (including CPPI) competes in an international market and is therefore subject

to the impact of currency fluctuations and global business conditions. Many of the Company's lumber-products also compete with substitutes for wooden building materials of various kinds.

RESEARCH AND DEVELOPMENT

The Company conducts and is committed to research and development in the areas of fibre analysis, manufacturing processes, quality control and product and building systems development. The Company is an active member and participant in key industry research and development organizations. The Company maintains its connection to developments in industry research and technical information through its relationships with various associations, universities, research institutes, suppliers and customers.

DIRECTORS AND OFFICERS

Directors

The name and municipality, province, state and country of residence of the Directors of the Company, their principal occupations and the periods during which they have been Directors of the Company are as follows:

<u>Name and Municipality, Province and Country of Residence</u>	<u>Principal Occupation and Background</u>	<u>Director Since</u>
John Baird ⁽³⁾⁽⁴⁾⁽⁵⁾ Toronto, ON Canada	<p>Former Canadian Foreign Minister, Senior Advisor to various enterprises and a former Senior Cabinet Minister in the Government of Canada.</p> <p>Background: Mr. Baird spent three terms as a Member of Parliament in the House of Commons, most recently as Minister of Foreign Affairs (2011-2015). Previously, Mr. Baird held a variety of government posts including President of the Treasury Board (2006-2007), Minister of the Environment (2007-2008 and 2010-2011), Minister of Transport, Infrastructure and Communities (2008-2010), and Leader of the Government in the House of Commons (2010-2011). Prior to entering federal politics, Mr. Baird spent ten years in the Ontario Legislature. From 1995-2005 he served as Minister of Community and Social Services, Minister of Energy, and Government House Leader.</p> <p>Currently, Mr. Baird serves as a Senior Business Advisor with Bennett Jones, a Canadian law firm. In addition, Mr. Baird sits on the Advisory Board of Barrick Gold Corp., the corporate boards of Canadian Pacific, CPPI, the FWD Group and PineBridge Investments, is 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.</p> <p>Mr. Baird also volunteers his time with Community Living Ontario, an organization that supports individuals with developmental disabilities, the Prince's Charities, the charitable office of His Royal Highness The Prince of Wales, and is a board member of the Friends of Israel Initiative. He holds an Honours Bachelor of Arts in Political Studies from Queen's University at Kingston.</p>	2016

<u>Name and Municipality, Province and Country of Residence</u>	<u>Principal Occupation and Background</u>	<u>Director Since</u>
Ryan Barrington-Foote ⁽¹⁾⁽²⁾⁽³⁾ Vancouver, BC Canada	<p>Managing Director, Accounting, at The Jim Pattison Group</p> <p>Background: Mr. Barrington-Foote is currently the Managing Director, Accounting, at The Jim Pattison Group where he has worked since 2001 with oversight responsibility for accounting and tax related functions. Mr. Barrington-Foote was associated with KPMG LLP from 1996-2001 (audit and tax) where he earned his CPA (CA) designation in 2001. Mr. Barrington-Foote obtained an Honours degree in Business Administration from Simon Fraser University. Mr. Barrington-Foote is a former member of the Board of Directors of Just Energy Group Inc. from 2015-2017, was a Director and treasurer of the Rick Hansen Institute from 2010-2016 and received an award as one of Vancouver's Top 40 Under 40 in 2009.</p>	2017
Peter Bentley, O.C., O.B.C., LL.D. ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ Vancouver, BC Canada	<p>Chairman Emeritus of the Board of Directors of the Company.</p> <p>Background: Mr. Bentley is Chairman Emeritus of the Board of the Company. Mr. Bentley was formerly the Chairman of the Board of the Company from 1983 to 2009. Mr. Bentley is a Director of CPPI. After working in various positions throughout the Company, Mr. Bentley became Executive Vice-President in 1970, President in 1975, and Chairman and Chief Executive Officer ("CEO") in 1985, a position he held until April 24, 1995. Mr. Bentley was reappointed to the position of President and CEO of the Company on July 25, 1997 and relinquished the position of President and CEO on January 1, 1998. Mr. Bentley is Chairman and a Director of Sierra Mountain Minerals Inc., a member of the Board of the Canadian Institute for Advanced Research, a member of the Advisory Board of BuildDirect.com, and a Trustee and Chair Emeritus of the Vancouver General Hospital and University of British Columbia Hospital Foundation. He also served for many years as a Director of Bank of Montreal and Shell Canada Ltd. Mr. Bentley retired as Chancellor of the University of Northern British Columbia in May 2007. Mr. Bentley holds Honorary Doctorate of Laws degrees from the University of British Columbia and University of Northern British Columbia.</p>	1966

<u>Name and Municipality, Province and Country of Residence</u>	<u>Principal Occupation and Background</u>	<u>Director Since</u>
Glen Clark ⁽³⁾⁽⁴⁾⁽⁵⁾ Vancouver, BC Canada	<p>President and Chief Operating Officer of The Jim Pattison Group, a diversified group of companies.</p> <p>Background: Mr. Clark is the President and Chief Operational Officer of The Jim Pattison Group and a member of the Board of Directors of Westshore Terminals Investment Corporation. Prior to 2001, Mr. Clark served as Premier of British Columbia from February 1996 to August 1999. He was Minister of Finance and Corporate Relations from November 1991 to September 1993 and Minister of Employment and Investment from September 1993 until February 1996. Mr. Clark was first elected to the Legislative Assembly of British Columbia in 1986 to represent the constituency of Vancouver-East. In the 1991 and 1996 general elections, he was re-elected to represent the constituency of Vancouver-Kingsway. Mr. Clark holds a Bachelor of Arts degree from Simon Fraser University and a Master's Degree in Community and Regional Planning from the University of British Columbia.</p>	2009
Donald Kayne Tsawwassen, BC Canada	<p>President and Chief Executive Officer, Canfor Corporation and Chief Executive Officer, CPPI</p> <p>Background: Mr. Kayne was appointed President and Chief Executive Officer of Canfor Corporation on May 5, 2011. He was additionally appointed Chief Executive Officer of CPPI on September 30, 2012.</p> <p>Mr. Kayne has spent his entire career at Canfor, starting out as a regional sales representative in 1979. Prior to being appointed CEO, Don 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.</p> <p>Mr. Kayne is currently a Director of both Canfor Corporation and CPPI. 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, Don 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, one of the world's largest uranium producers 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.</p>	2017

<u>Name and Municipality, Province and Country of Residence</u>	<u>Principal Occupation and Background</u>	<u>Director Since</u>
Conrad Pinette Vancouver, BC Canada	Chairman of the Board of Directors of the Company and former owner and President, Pinette & Therrien Mills Ltd. Background: Mr. Pinette is also Chairman of the Board of Directors of CPPI. Mr. Pinette's work in the Canadian forest industry began 40 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. Mr. Pinette is currently a member of the Vancouver General Hospital and University of British Columbia Prostate Advisory Board.	2008
Dallas Ross ⁽¹⁾⁽⁴⁾ Vancouver, BC Canada	Founder and general partner of Kinetic Capital Partners Background: Mr. Ross is also Chair of the Board and Chair of the HR Committee of Rogers Sugar Ltd., Chair of the Board and of the Strategic Initiatives Committee of Lantic Sugar Inc., a member of the Board and CFO of Westshore Terminals Investment Corporation, and a member of the Board of Westshore Terminals Ltd. Mr. Ross is also a Director of Just Energy Ltd. and is Chair of the Strategic Initiatives Committee, Chair of the Compensation Committee, and is on the Audit Committee and various other Committees. Previously, Mr. Ross was on the Board, on the Audit Committee, on the Compensation Committee, and was Chair of the Strategic Alternatives Committee of Catalyst Paper Corporation from 2010 to 2013. Prior to Kinetic Capital Partners, Mr. Ross was Managing Director, Investment Banking at Scotia Capital and, prior to that, Managing Director, Mergers and Acquisitions with ScotiaMcLeod.	2018
J. Mack Singleton, BA ⁽⁴⁾⁽⁵⁾ Myrtle Beach, SC USA	Former CEO of CSP, formerly New South Companies Inc., headquartered in Myrtle Beach, South Carolina, a wholly owned subsidiary of the Company. Background: Mr. Singleton has 38 years of experience in the wood products industry, all with CSP or its predecessor companies, and was the CEO of CSP from 1985 until his retirement of September 2009. He has served on the boards of numerous industry associations and committees and is past Chairman of the US Coalition for Fair Lumber Imports and the Southern Forest Products Association. Mr. Singleton received a Bachelor of Arts degree from Presbyterian College, a J.D. degree from the University of South Carolina School of Law, and completed the PMD Program at Harvard Business School.	2007

<u>Name and Municipality, Province and Country of Residence</u>	<u>Principal Occupation and Background</u>	<u>Director Since</u>
Ross Smith, FCPA, FCA ⁽¹⁾⁽²⁾ West Vancouver, BC Canada	<p>Member of the Board of Directors of Rotherham Holdings Ltd. and Chairman of the Board for K-Bro Linen Inc.</p> <p>Background: Mr. Smith had a successful 35 year career at KPMG LLP where he held various roles, including Managing Partner for British Columbia region, and served for 13 years on the National Management Committee prior to his retirement in 1998. While in public practice, Mr. Smith served major public and private companies, many of which were in the forest industry, from an audit and securities perspective. Mr. Smith has served on many charitable and community boards in past years and is a past member of the Board of Governors of the University of British Columbia. Mr. Smith is a former member of the Board of Directors of HSBC Bank Canada, the Advisory Board of March Canada Ltd., N&T Properties Ltd., and Kal Tire Holdings Ltd. Mr. Smith qualified as a Chartered Accountant in 1962 and was elected a Fellow of the Institute of Chartered Accountants of British Columbia ("ICABC") in 1990 and in 2010 was awarded a lifetime achievement award by the ICABC.</p>	2009
William Stinson ⁽¹⁾⁽²⁾⁽⁴⁾⁽⁵⁾ Vancouver, BC Canada	<p>Canada Chairman and CEO of Westshore Terminals Investment Corporation.</p> <p>Background: Mr. Stinson is also 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.</p>	2011

<u>Name and Municipality, Province and Country of Residence</u>	<u>Principal Occupation and Background</u>	<u>Director Since</u>
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Dianne Watts Surrey, BC Canada	Member of the Board of Directors of Westshore Terminals Investment Corporation	2018
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Background: Ms. Watts is a former Member of Parliament in the House of Commons representing Surrey, BC, and White Rock, BC, from 2015 to 2017. Prior to entering federal politics, Ms. Watts served as Mayor of Surrey, BC, from 2005 to 2014 and as a Surrey, BC, City Councillor from 1996 to 2005.

During her time as a Member of Parliament, Ms. Watts was a member of the National Security and Public Safety Committee, National Infrastructure and Transportation Committee, Economic Development Caucus and Speaker of the House of Commons and All Party Parliamentary Tour – South Korea and Mongolia.

Ms. Watts was awarded with an Honorary Doctors of Law Degree from the Justice Institute of British Columbia (contribution to Community and public safety) in 2013, and in 2014 KPU University awarded her with an Honorary Doctors of Law Degree (Leadership – Progressive Governance – Community Engagement and Public Safety). Ms. Watts was awarded the “Iconic Leader of the Decade” award in 2018 from the All Ladies League and Woman’s Economic Forum, the Queen Elizabeth II Diamond Jubilee Medal in 2012, and in 2010 was selected as “4th Best Mayor in the World” by the City Mayor’s Foundation United Kingdom and as “Woman of the Year” Business Excellence by Consumer Choice Awards. In 2009 Ms. Watts was named a Paul Harris Fellow by the Rotary Foundation of Rotary International.

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Joint Management Resources and Compensation Committee.
- (3) Member of the Joint Corporate Governance Committee.
- (4) Member of the Joint Environmental, Health and Safety Committee.
- (5) Member of the Joint Capital Expenditure Committee.

The term of office of each Director expires on the date of the next Annual General Meeting of the Company to be held on May 1, 2019.

Officers

The names and municipality, province and country of residence of the Chair Emeritus and the executive officers of the Company and the offices held by them as at February 21, 2019 are as follows:

<u>Name</u>	<u>Municipality of Residence</u>	<u>Office</u>
Peter Bentley	Vancouver, BC, Canada	Chairman Emeritus
Conrad Pinette	Vancouver, BC, Canada	Chairman
Donald Kayne	Tsawwassen, BC, Canada	President and Chief Executive Officer
Alan Nicholl	West Vancouver, BC, Canada	Chief Financial Officer and Executive Vice President, Finance and Canfor Pulp Operations
David Calabrigo, Q.C.	Vancouver, BC, Canada	Senior Vice President, Corporate Development, Legal Affairs and Corporate Secretary
Mark Feldinger	Surrey, BC, Canada	Senior Vice President, Global Supply Chain
Kevin Pankratz	North Vancouver, BC, Canada	Senior Vice President, Sales and Marketing
Stephen Mackie	Prince George, BC, Canada	Senior Vice President, Operations Canada
Frederick Stimpson III	Mobile, AL, United States	President, Canfor Southern Pine
Patrick Elliott	Vancouver, BC, Canada	Vice President, Corporate Finance and Strategy
Bob Hayes	Delta, BC, Canada	Vice President, Global Supply Chain
David Trent	West Vancouver, BC, Canada	Vice President, Technology and Digital
Katy Player	North Vancouver, BC, Canada	Vice President, People and Communications
Kevin Horsnell	Prince George, BC, Canada	Vice President, Woodlands Canada

All of the above Directors and Officers have had the same or similar principal occupations with the organizations indicated for the last five years except that: prior to May 22, 2018, Mr. Trent was General Manager, IT and prior to October 6, 2016, Mr. Trent was Director of Information Technology and Chief Information Officer for Methanex Corporation; prior to April 1, 2018, Mr. Elliott was Vice President and Treasurer; prior to April 1, 2018, Mr. Hayes was Vice President, Transportation and Corporate Sourcing; prior to March 19, 2018, Ms. Player was Senior Director, Human Resources at Bentall Kennedy, prior to January 26, 2017, Ms. Player was Director, People and Culture at Canfor, and prior to January 19, 2015, Ms. Player held various human resource and operations leadership roles at BC Hydro; prior to January 2, 2018, Mr. Horsnell was General Manager, Forest Management Group Canada and prior to July 1, 2015, Mr. Horsnell was General Manager, Operations; prior to January 1, 2018 Mr. Pankratz was Vice President, Sales and Marketing; prior to April 2017 Mr. Pinette was a Director of the Company; prior to 2015 Mr. Stimpson was CEO of Scotch Gulf; prior to November 1, 2014, Mr. Mackie was Director, Capital and Strategic Projects; prior to September 1, 2014, Mr. Calabrigo was Vice President, Corporate Development, Legal Affairs, Human Resources and Corporate Secretary.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the knowledge of the Company, no Director or Executive Officer of the Company, or any of their associates, has or had any material interest, directly or indirectly, in any transaction of the Company within the three most recently completed financial years of the Company that has materially affected or will materially affect the Company.

CONFLICTS OF INTEREST

To the knowledge of the Company, no Director or Executive Officer of the Company has an existing or potential conflict of interest with the Company.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Company consists of 1,010,000,000 shares divided into 1,000,000,000 Common Shares without par value and 10,000,000 Preferred Shares with a par value of \$25 each. At December 31, 2018 and as of the date of this Annual Information Form, there were 125,219,400 Common Shares issued and outstanding and no Preferred Shares issued and outstanding.

Holders of the Common Shares are entitled to vote at all meetings of shareholders of the Company, except meetings at which only the holders of Preferred Shares would be entitled to vote. The Common Shareholders are entitled to receive dividends, as and when declared on the Common Shares.

Holders of Preferred Shares are not generally entitled as such to receive notice of, or to attend or vote at, general meetings of shareholders of the Company. Preferred shareholders are entitled to preference over the Common Shares with respect to the payment of dividends and upon any distribution of assets in the event of liquidation, dissolution and winding-up of the Company.

RATINGS

The credit rating agency listed below has assigned the following unsolicited Issuer rating:

DBRS Ltd. ("DBRS")	BBB (low)	(the fourth ranking category out of eight granted by DBRS for long-term debt)
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A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization. The foregoing DBRS rating was not requested by Canfor and is based, as specified by DBRS in its rating report, on publicly available information about the Company. Canfor did not participate with or provide information to DBRS in connection with this rating. Accordingly, Canfor cannot comment on the accuracy of the rating or of the appropriateness of the factors considered by DBRS in preparing the rating.

The following information about DBRS credit ratings is taken from publicly available information provided by DBRS on its website. DBRS credit ratings are on a long-term debt rating scale that ranges from AAA to D, which represents the range from highest to lowest quality of such securities rated and is meant to give an indication of the risk that a borrower will not fulfill its obligations in a timely manner. Every DBRS rating is based on quantitative and qualitative considerations relevant to the borrower. According to the DBRS rating system, an obligation rated BBB is defined to be adequate credit quality, the capacity for the payment of financial obligations is considered acceptable, but may be vulnerable to future events.

The ratings from AA to CCC may be modified by the addition of a high or low modifier to show relative standing within the major rating categories. The lack of one of these designations indicates a rating, which is essentially in the "middle" of the category.

DIVIDENDS

The declaration and payment of dividends is at the discretion of the Company's Board of Directors. There were no dividends paid on its Common Shares from 2008 to 2018.

The amount of dividends the Company is permitted to pay under its term loan agreements is determined by reference to consolidated net earnings less certain restricted payments. As at September 30, 2018, the Company would be permitted under these agreements to pay up to \$879.8 million or \$6.88 per share in dividends on its Common Shares. The agreements do not restrict payment of dividends on Preferred Shares or dividends paid in Common Shares of the Company.

SHAREHOLDINGS OF DIRECTORS AND EXECUTIVE OFFICERS

At February 21, 2019, the Directors and Executive Officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 598,963 Common Shares representing approximately 0.5% of the outstanding Common Shares.

At February 21, 2019, James A. Pattison beneficially owned 63,728,722 Common Shares, which are held by companies wholly owned by Mr. Pattison, and represent approximately 50.9% of the outstanding Common Shares of the Company. This amount is not included in the calculation of the Directors and Executive Officers holdings above.

MARKETS FOR SECURITIES

The CFP Shares are listed and traded on the TSX under the symbol CFP.

TRADING PRICE AND VOLUME

The following table presents the high and low prices for the Company's Common Shares and the average daily trading volume of those shares, on a monthly basis, on the TSX for 2018.

<u>Month (2018)</u>	<u>High</u>	<u>Low</u>	<u>Average Daily Trading Volume</u>
	\$	\$	(Shares)
January	29.52	24.51	283,850
February	31.87	27.65	463,247
March	31.32	27.79	482,005
April	32.00	28.01	301,919
May	33.44	29.03	301,136
June	34.04	29.45	269,519
July	33.74	27.57	323,576
August	32.32	26.89	319,655
September	30.96	23.98	397,816
October	24.60	18.27	643,114
November	21.97	16.71	619,695
December	18.70	14.48	553,500

SECURITY

The Company's operating lines of credit and term indebtedness are unsecured.

MATERIAL CONTRACTS

The following is a list of the Company's material contracts:

1. The Company entered into a Note Purchase and Private Shelf Agreement dated October 2, 2015 among the Company, Prudential Investment Management, Inc. and the note purchasers (the "Note Purchase Agreement"), for the private placement of 4.40% Series A senior unsecured notes (the "Notes") of the Company. The initial series of Notes are for an aggregate principal amount of US\$100,000,000 with a 10 year term due October 2, 2025 and are guaranteed by certain of the subsidiaries of the Company. The Note Purchase Agreement provides for a US\$50,000,000 uncommitted shelf facility to allow for future issuances of Notes.
2. The Company entered into an amended and restated credit agreement dated for reference September 28, 2015 among the Company as the borrower, Royal Bank of Canada, Bank of Montreal, HSBC Bank Canada and the other financial institutions and lenders specified therein pursuant to which, among other things, a subsidiary of the Company, CSP was added as a co-borrower. This amended and restated credit agreement provides for a renewal of an existing CDN\$350,000,000 unsecured revolving term credit facility (the "Operating Loan"), an increase of the existing unsecured non-revolving term loan from CDN\$100,000,000 to CDN\$125,000,000 (the "Cdn Term Loan"), cancellation of an existing CDN\$75,000,000 non-revolving term loan, and the addition of a new US\$100,000,000 unsecured non-revolving term loan (the "US Term Loan") made available to CSP. The Operating Loan provides for floating rates of interest and for the issuance of letters of credit and may be increased by up to CDN\$15,000,000. The Cdn Term Loan provides for floating rates of interest based on the lenders' Canadian prime rate or bankers' acceptances. On December 14, 2018, the Operating Loan was increased to \$450,000,000, the Cdn Term Loan was increased to \$225,000,000, and the termination date for the Operating Loan and the maturity date of the Cdn Term Loan were each extended from September 28, 2022 to January 2, 2024. The US Term Loan has floating rates of interest rates based on the lenders' US base rate or LIBOR. On December 14, 2018, the US Term Loan was increased to US\$200,000,000 and the maturity date was extended from September 28, 2025 to January 2, 2027.

3. The Company and a predecessor to CPPI each entered into a number of material contracts in connection with the spin-out of the NBSK pulp and paper business by the Company on July 1, 2006, which is now carried on by CPPI. For a description of certain of these contracts see "Pulp and Paper" and the section entitled "The Spin-out – Transfer of the Pulp Business and Related Agreements" of the Company's Information Circular dated April 28, 2006, which is incorporated by reference herein and also the Canfor Pulp Income Fund Information Circular dated March 16, 2010, both of which are available on SEDAR at www.sedar.com.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES, SANCTIONS

To the knowledge of the Company, no Director or Executive Officer of the Company is at the date hereof or was within the last 10 years of the date of this Annual Information Form, a Director, CEO or Chief Financial Officer of a company that, (i) while acting in that capacity, was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation for a period of 30 consecutive days; (ii) was subject to an event that resulted, after ceasing to act in such capacity, in a cease trade or similar order or an order that denied the company access to any exemption under securities legislation for a period of 30 consecutive days. To the knowledge of the Company, no Director or Executive Officer of the Company or a shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company is at the date hereof, or has been within the 10 years before the date of this Annual Information Form, a Director or Executive Officer of a 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 or trustee appointed to hold its assets, other than Mr. Stinson and Mr. Ross. Mr. Stinson was previously a director of Grant Forest Products Inc. ("Grant"). On June 25, 2009, Grant obtained creditor protection from the Ontario Superior Court under the *Companies' Creditors Arrangement Act* (Canada) ("CCAA"). Mr. Stinson ceased to be a director of Grant on June 30, 2010. Mr. Ross was asked to join the Board of Directors of Catalyst Paper Corporation ("Catalyst") in May 2010, to assist in the possible restructuring of the company. Catalyst subsequently filed for protection under the CCAA in January 2012, reorganized its financial affairs significantly over a number of months, and successfully emerged from CCAA protection in September, 2012, and Mr. Ross ceased to be a Director at which time a new Board representing the post recapitalization stakeholders was appointed.

To the knowledge of the Company, no Director or Executive Officer of the Company or a shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company has, within the ten years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceeding, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal or regulatory proceedings to which the Company is or was a party, or to which any of the property of any of them is or was the subject of, during the Company's financial year ended December 31, 2018, where such claims exceed 10% of the current assets of the Company. In addition, there are no penalties or sanctions imposed against the Company by a court relating to Canadian securities legislation or by a securities regulatory authority during the Company's financial year ended December 31, 2018 or any other penalties or sanctions imposed by a court or regulatory body against any of them which would likely be considered important to a reasonable investor in making an investment decision, and none of them have entered into any settlement agreements with a court relating to Canadian securities legislation or by a securities regulatory authority during the Company's financial year ended December 31, 2018.

On October 12, 2015, the Softwood Lumber Agreement between the governments of Canada and the US expired which resulted in a twelve month period in which no trade actions could be imposed for the importation of softwood lumber from Canada to the US (commonly referred to as a "stand-still period"). On October 12, 2016, the stand-still period expired, and on November 25, 2016, a petition was filed by the US Lumber Coalition to the US Department of Commerce and the US International Trade Commission alleging certain subsidies and administered fees below the fair market value of timber that favour Canadian lumber producers, including Canfor. On January 6, 2017, the US International Trade Commission ruled that there is a reasonable indication that US lumber producers are materially injured by reason of imports of softwood lumber products from Canada that are allegedly subsidized and sold in the United States at less than fair value. Canfor was selected by the US Department of Commerce as a "mandatory respondent" to the countervailing and antidumping investigations and is subject to company specific countervailing and antidumping duties

On April 24, 2017, the US Department of Commerce announced a preliminary countervailing duty of 20.26% to be imposed on the Company's lumber exports to the United States from April 24, 2017 to August 26, 2017. On June 24,

2017, the US Department of Commerce announced a preliminary anti-dumping duty of 7.72% effective on US-bound shipments beginning June 30, 2017. On November 2, 2017, the US Department of Commerce announced a final countervailing duty rate of 13.24% effective December 28, 2017, and a final anti-dumping duty rate of 8.89% effective November 8, 2017. The anti-dumping duty rate was further amended to 7.28%, effective January 3, 2018, following a Ministerial Error Challenge, which was accepted by the US Department of Commerce.

Canfor and other Canadian forest product companies, the Federal Government of Canada and Canadian Provincial Governments categorically deny the US allegations and strongly disagree with the current countervailing and anti-dumping determinations made by the US Department of Commerce. Canada has proceeded with legal challenges under NAFTA and through the WTO, where Canadian litigation has proven successful in the past.

EXPERTS

KPMG LLP, Chartered Accountants, of Vancouver, British Columbia are the auditors of the Company. KPMG LLP, Chartered Accountants, have reported that they are independent of the Company in accordance with the auditor's rules of professional conduct in British Columbia, Canada.

The Company will propose KPMG LLP for reappointment as the auditors of the Corporation on the expiry of its term of office at the Annual Meeting of Shareholders of the Corporation on May 1, 2019. No auditor's report prepared by the auditor in respect of the Corporation's financial statements relating to the relevant period contained any modified opinion and there have been no reportable events involving the Corporation and the auditor.

TRANSFER AGENT AND REGISTRAR

AST Trust Company (Canada) is the Company's transfer agent and registrar with registers of transfer in Vancouver and Toronto.

AUDIT COMMITTEE INFORMATION

Audit Committee Terms of Reference – See APPENDIX A

Composition of Audit Committee

The Audit Committee is composed entirely of Directors who are financially literate and a majority of whom are independent, in each case as contemplated by Multilateral Instrument 52-110F1. Mr. Smith, the Chairman of the Committee, is a Fellow Chartered Professional Accountant (FCPA, FCA) and was a partner in a national accounting firm for over 20 years. Mr. Stinson was Chairman and CEO of Canadian Pacific Ltd. before retiring and has served on a wide variety of boards. Mr. Barrington-Foote is a Chartered Professional Accountant (CPA, CA) and is Managing Director, Accounting, of The Jim Pattison Group. Mr. Ross is a partner and founder of Kinetic Capital Partners, was previously Managing Director, Investment Banking at Scotia Capital and, prior to that, Managing Director, Mergers and Acquisitions with ScotiaMcLeod, has previously served on numerous Audit Committees and currently serves on a number of other boards.

Of the Audit Committee members, Messrs. Smith, Stinson, and Ross are independent Directors, and Mr. Barrington-Foote is treated as a non-independent because he is an employee, director, or officer of one or more companies wholly owned by James Pattison, the largest shareholder of the Company.

In its assessment of the composition of the Audit Committee, the Board determined that Mr. Barrington-Foote is an appropriate member for this committee on the basis that: except for his positions with Mr. Pattison's companies, he is not considered to otherwise have any material relationships which could reasonably be expected to interfere with the exercise of his independent judgement as a Director; and, given his financial literacy and his active day-to-day involvement in relevant financial matters and issues, his role on the Audit Committee is required in the best interests of the Company. The Company is therefore relying on the exemption in subsection 3.3(2) (Controlled Companies) in including Mr. Barrington-Foote on the Company's Audit Committee.

The Audit Committee has adopted a policy for the engagement of non-audit services whereby the external auditor of the Company is not entitled to provide any non-audit services to the Company exceeding \$50,000 in value without the Audit Committee Chairman's prior approval and any such services exceeding \$100,000 are to be pre-approved by the Audit Committee. All such engagements are reported to the Audit Committee.

External Auditor Service Fees (By Category)

The aggregate fees billed by KPMG LLP, the auditor of the Company, for the last two years, was an aggregate \$2.8 million. Fees listed below were for audit, tax, financial and other verification audit services.

External Auditor Service Fees (000s)	2018	2017
Audit Fees ⁽¹⁾	\$969	\$821
Audit-Related Fees ⁽²⁾	107	104
Other Assurance Fees ⁽³⁾	<u>303</u>	<u>252</u>
Total Assurance Fees	\$1,379	\$1,177
Tax Fees ⁽⁴⁾	532	374
Total Fees ⁽⁵⁾	<u>\$1,911</u>	<u>\$1,551</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 (1), including accounting consultations and various agreed upon procedures.
- (3) Other assurance fees primarily related to forest certification services.
- (4) For tax compliance and tax consulting services.
- (5) Included in the fees above is \$0.4 million which was billed to the Company's subsidiary, CPPI (in 2017, \$0.3 million was billed to CPPI).

ADDITIONAL INFORMATION

Additional financial information regarding the Company is provided in the Company's "2018 Management's Discussion and Analysis" and "Consolidated Financial Statements" for the year ended December 31, 2018. Additional information, including Directors' and Officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, and securities authorized for issuance under equity compensation plans, is contained in the Information Circular for the Annual General Meeting of the Company held on April 25, 2018 and in the Information Circular for the Annual General Meeting of the Company to be held on May 1, 2019.

The Company will provide upon request to the Corporate Secretary of the Company, 100-1700 West 75th Avenue, Vancouver, British Columbia V6P 6G2, copies of the above documents. These documents and additional information about the Company is also available on SEDAR at www.sedar.com. In addition, all documents identified in this Annual Information Form as being incorporated by reference herein are available on SEDAR at www.sedar.com.

APPENDIX A – AUDIT COMMITTEE TERMS OF REFERENCE

1. Purpose

The Audit Committee is appointed by the board of directors (the “Board”) of Canfor Corporation (the “Company”) to assist the Board in fulfilling its oversight responsibilities. The Audit Committee will:

- (a) Review the financial reports and other financial information provided by the Company to its shareholders;
- (b) Monitor the integrity of the financial reporting process and the system of internal controls that management and the Board have established;
- (c) Monitor the management of the principal risks that could impact the financial performance of the Company;
- (d) Review and receive the Audit Plan, process, results and performance of the Company's independent external auditors and the internal audit department while providing an open avenue of communication between the external auditors, the internal auditors, management and the Board; and
- (e) Monitor the management of risk by the Company generally.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the authority to retain, at the Company's expense, special legal, accounting and other consultants or experts it deems necessary in the performance of its duties.

2. Audit Committee Composition and Meetings

All members of the Audit Committee must be Independent Directors or otherwise determined by the Board to be eligible to serve as members of the Audit Committee in accordance with applicable securities laws.

All Audit Committee members must be financially literate with the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. At least one Audit Committee member should have accounting or related financial expertise, including:

- (a) an understanding of financial statements and accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements, or experience supervising the preparation, audit, analysis or evaluation of financial statements, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements;
- (d) an understanding of internal controls and procedures for financial reporting; and
- (e) an understanding of audit committee functions.

A Chair shall be appointed by the Board annually from among the members of the Audit Committee.

The Audit Committee shall schedule regular meetings and shall meet at least four times annually, or more frequently as deemed necessary by the Chair. The Chair shall prepare and/or approve an agenda in advance of each meeting. The Audit Committee shall meet privately at least annually with management, the manager of the Internal Audit department (the “Internal Auditor”) and the external auditors to discuss any matters that the Audit Committee or each of these groups believe should be discussed.

The Chief Executive Officer, the Chief Financial Officer, the Internal Auditor and the external auditors shall be given notice of, and have the right to appear before and to be heard at, every meeting of the Audit Committee, and shall appear before the Audit Committee when requested to do so by the Committee.

3. Primary Duties and Responsibilities

To fulfill its primary duties and responsibilities, the Audit Committee shall adhere to the following terms:

(a) Review and Reporting Procedures

- (i) The Audit Committee is authorized to review and/ or investigate any financial, internal control, or risk management related issue or activity of the Company. The Audit Committee shall report to the Board at its next regular meeting all such action it has taken since the previous report.
- (ii) The Audit Committee is authorized to request the presence, at any meeting, of a representative from the external auditors, senior management, internal audit, legal counsel or anyone else who could contribute to the subject of a meeting.
- (iii) The Audit Committee will review and reassess these Terms of Reference at least annually to determine whether revisions are necessary. The Audit Committee shall periodically self-assess its performance and effectiveness in fulfilling its role.
- (iv) Supporting schedules and information reviewed by the Committee will be available for examination by any director of the Audit Committee upon request to the Secretary of the Audit Committee.

(b) Internal Controls and Risk Management Processes

- (i) To assure itself that the Company has appropriate controls in place to achieve the following objectives:
 - Effectiveness and efficiency of operations (including safeguarding of assets);
 - Reliability of internal and external reporting;
 - Compliance with applicable laws and regulations and internal policies.
- (ii) To ensure the Company has appropriate processes in place to manage the principal risks of its businesses, the Audit Committee shall:
 - Consider and review internal processes for managing the principal risks of the Company's businesses, including a review of insurance coverage and hedging activities.
 - Obtain assurance from both management and the Internal Auditor regarding the adequacy of risk management processes.
 - Review with management, the Internal Auditor and the external auditor:
 - The adequacy of the Company's internal controls including computerized information systems, controls and security.
 - Any related significant internal control findings and recommendations of the external auditor, and/ or Internal Auditor together with management's responses thereto.
 - The Company's compliance or adherence to debt covenants, terms or conditions.
 - Significant related party transactions and potential conflicts of interest.

(c) **Financial Reporting**

In order to satisfy itself that the Company's annual financial statements are fairly presented in accordance with generally accepted accounting principles ("GAAP") and in a form sufficient for the Audit Committee's recommendation for approval by the Board, and that the financial information contained in the Company's financial statements, Annual Report to Shareholders, Annual Information Form and other financial disclosure documents such as Management's Discussion and Analysis, is complete and accurate in all material respects, the Audit Committee shall:

(i) General

- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.

(ii) Interim Financial Statements

- Review the Company's interim financial statements with management prior to their release or distribution. This review will include a detailed reporting of quarterly and year-to-date results, variance against budget and prior year and a discussion with the external auditor. Upon satisfactory completion of the review, the Audit Committee shall recommend to the Board approval of the financial statement release.
- Review any significant proposed changes to the Company's accounting principles or policies, or financial reporting practices.
- Review the financial statement impact of any significant, unusual event or transaction.
- Review news releases containing financial information disclosure and Management's Discussion and Analysis.

(iii) Annual Financial Statements and Other Financial Information

- Obtain draft annual financial statements in advance of the Committee meeting and assess, on a preliminary basis, the reasonableness of the financial statements in light of the analyses provided by management.
- Review any material changes in accounting policies, GAAP, or financial reporting requirements that may affect the current year's financial statements.
- Obtain and review summaries of significant or unusual transactions, and other potentially complex matters whose treatment in the annual financial statements merits advance consideration.
- Review a summary provided by the Company's legal counsel of the status of any material pending or threatened litigation, claims and assessments.
- Review and discuss the annual financial statements and the external auditor's report thereon in detail with management and the external auditors.
- Through discussion with management, the Internal Auditor and the external auditors, obtain assurance that the risk of material misstatement of the financial statements is acceptably low.
- Review the financial information included in the Management's Discussion and Analysis, and consider whether the information is adequate and consistent with the Audit Committee members' knowledge of the Company.
- Review the tax status of the Company and understand the status of any related tax reserves, potential reassessments or other matters which could affect the annual financial statements.

- Review and assess the quality and appropriateness of the Company's accounting and reporting principles and policies.
- Provide to the Board a recommendation as to whether the annual financial statements should be approved.
- Review the news release announcing the annual financial results of the Company.
- Review the annual financial disclosure contained in the Annual Information Form.

(iv) Prospectus and Information Circulars

- Review the financial information included in any prospectus or information circular prior to their release and, as appropriate, recommend to the Board whether such prospectus or information circular should be approved by the Board.

(d) **External Audit**

The external auditors are accountable to the Audit Committee and the Board as representatives of the shareholders.

In order to assure itself that the external audit function has been effectively carried out and that any matters that the external auditors consider appropriate to bring to the attention of the Board have been addressed, the Audit Committee shall:

- (i) Recommend to the Board the selection (retention or replacement) of the external auditors, considering independence and effectiveness, and approve the fees and other compensation to be paid to the external auditors. On an annual basis, the Audit Committee should review and discuss with the external auditors all significant relationships its accountants have with the Company to confirm their independence. If there is a recommendation to change auditors, review all the issues to change and the steps planned for an orderly transition.
- (ii) Review the external auditor's Audit Plan and engagement letter with management and the external auditors, including audit scope and approach.
- (iii) Meet with the external auditor and management in separate private sessions to discuss any matters that the Audit Committee or these groups believe should be discussed privately with the Audit Committee.
- (iv) Pre-approve any non-audit services to be provided by the external auditor. The Audit Committee may delegate this responsibility to the Chair, provided that any pre-approval granted pursuant to such delegation must be detailed as to the service to be provided and must be reported to the full Audit Committee at its next scheduled meeting.
- (v) Review and assess the performance of the external auditor, including consideration of demonstrated external audit judgment and application and adherence to accounting policy and standards.
- (vi) Review the external auditor's policy on partner rotation.
- (vii) Review the Company's hiring policy with respect to partners, employees and former partners and employees of the Company's present or former external auditor.

(e) **Internal Audit**

In order to assure itself that the internal audit function has been effectively carried out and that any matter that the Internal Auditor considers appropriate to bring to the attention of the Board has been addressed, the Audit Committee shall:

- (i) Be advised of and concur with the appointment, replacement, reassignment or dismissal of the Internal Auditor and consider resource requirements.
- (ii) Review and approve Internal Audit Services Terms of Reference, including scope, organization structure and mandate.
- (iii) Confirm and assure the independence of the Internal Auditor.
- (iv) Review jointly with the Internal Auditor and the external auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
- (v) Review with management and the Internal Auditor the annual Audit Plan and monitor any changes required in the scope of the plan.
- (vi) Meet with the Internal Auditor and management in separate private sessions to discuss any matters that the Audit Committee or these groups believe should be discussed privately with the Audit Committee.
- (vii) Review significant internal audit reports together with management's response and follow-up actions, including any problems or issues encountered in the course of an audit.
- (viii) Review and assess the performance of the Internal Auditor; and
- (ix) Ensure that the Internal Auditor reports directly to the Chair of the Audit Committee with a dotted line reporting responsibility to either the CEO or CFO of the Company.

(f) **Finance**

The Audit Committee is authorized to review and approve for recommendation to the Board:

- (i) the Company's annual financing plan and any amendments thereto from time to time;
- (ii) any proposed financings;
- (iii) the method by which the Company measures financial results or performance.

4. Other Duties

(a) **Legal and Regulatory Compliance**

To provide assurance of Company compliance with all legal and regulatory requirements, the Audit Committee shall:

- (i) In areas in which it has oversight responsibility, monitor the Company's compliance and obtain management's assurance of compliance with applicable laws, regulations and internal policies in all jurisdictions where the Company does business. The Audit Committee will consider the financial statement implications of applicable laws and regulations, including the laws and regulations overseen by other Committees of the Board.
- (ii) Receive and review copies of legal letters provided to the external auditors by in-house and outside counsel regarding claims and possible claims against the Company.

- (iii) Make inquiries of management, the external auditors and the Internal Auditor, to ensure that all material legal matters have been brought to the attention of the Audit Committee.
- (iv) On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements or risk profile, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.
- (v) Ensure that all annual and interim financial statement filings are personally certified by the Chief Executive Officer and the Chief Financial Officer if and as required by applicable law.
- (vi) Review the Company's procedures and establish procedures for the Audit Committee for the:
 - receipt, retention and resolution of complaints regarding accounting, internal accounting controls, financial disclosure or auditing matters; and
 - confidential, anonymous submission by employees regarding questionable accounting, auditing, or financial reporting and disclosure matters.

(b) **Pension Funds**

Be responsible for oversight of the supervision of the pension plans in which the Company's employees participate by:

- (i) establishing the Management Pension Committee, which has the responsibility for assisting the Audit Committee in overseeing and managing the Company's pension plans, and will be comprised of the Company's Chief Financial Officer and Executive Vice President, Finance and Canfor Pulp Products Inc., Senior Vice President, Corporate Development, Legal Affairs and Corporate Secretary, and Vice President, Finance and Strategy, and will report to the Audit Committee;
- (ii) receiving, at least annually, a report from the Management Pension Committee detailing the performance of the plans' money managers and the investment policies and practices in respect of the funds contributed to the Company's pension plans and compliance with applicable legislation and regulatory guidelines;
- (iii) reviewing the funding of the Company's pension plans, including actuarial reports in respect of the Company's pension obligations so as to determine the level of unfunded liabilities, if any;
- (iv) reviewing applicable investment policies and procedures and any changes as appropriate, on the advice and recommendation of the Management Pension Committee;
- (v) reviewing and approving the audited annual financial statements and budgets for each pension plan;
- (vi) reviewing on an annual basis the unfunded liability for retiree non-pension benefits and future liability therefor;
- (vii) receiving a report from the Management Pension Committee immediately upon the identification or disclosure of any issue or circumstance that may materially impact the Company's obligations, liabilities, or responsibilities with respect to such pension plans;
- (viii) approving the appointment of or changes to pension service providers, such as actuaries, auditors and legal advisors, as appropriate; and
- (ix) establishing and reviewing on an annual basis the terms of reference of the Management Pension Committee.

(c) **Officer Expenses**

Review policies and procedures with respect to the Chairman of the Board and President and Chief Executive Officer's expense accounts and perquisites, including the use of corporate assets. Periodically review major expenses incurred by the office of the Chairman of the Board and President and Chief Executive Officer.

(d) **Other Duties**

- (i) The Audit Committee will perform such other functions as assigned by law or regulation or as required by the Board.
- (ii) The Audit Committee of the Company will receive reports from the Canfor Pulp Audit Committee at such times that the Chairman of the Audit Committee considers appropriate, detailing such matters, issues and circumstances of a financial nature that may impact the Company or be of interest to its Audit Committee.