WESTERN FOREST PRODUCTS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

MAY 7, 2025

INFORMATION CIRCULAR

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LETTER FROM THE CHAIR

March 28, 2025

Fellow Shareholders:

Western Forest Products Inc.'s 2025 Annual and Special Meeting of Shareholders (the "Meeting") will be held at **Suite 2700, 1133 Melville Street, Vancouver, British Columbia on May 7, 2025 at 9:00 a.m. Pacific Daylight Time**. The Meeting is your opportunity to vote on a number of important matters and the feedback we receive from you is important. The enclosed circular (the "Management Information Circular") describes the items of business that will be addressed at the Meeting, namely reviewing the business and affairs of the Corporation and electing directors, appointing auditors for the coming year, considering a special resolution approving the consolidation of the common shares of the Corporation within the range of 25 to 40 pre-consolidation common shares of the Corporation for one post-consolidation common share of the Corporation, and considering an advisory vote on our approach to executive compensation. The Management Information Circular also provides insight on our executive compensation and corporate governance practices and objectives.

Along with the Notice of Meeting and Management Information Circular, we also enclose the Form of Proxy for registered shareholders.

In the event it is not possible or advisable to hold the Meeting in person, the Corporation may adjourn, postpone, or announce alternative arrangements for the Meeting. Regardless of your physical attendance at the Meeting, we encourage you to vote promptly and in advance of the Meeting following the instructions in the enclosed materials.

We thank you for your continued interest in and support of the Corporation.

By Order of the Board of Directors

"Daniel Nocente"

Daniel Nocente
Chair, Board of Directors
Western Forest Products Inc.

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the "Meeting") of Western Forest Products Inc. (the "Corporation") will be held at Suite 2700, 1133 Melville Street, Vancouver, British Columbia, Canada on **May 7, 2025 at 9:00 a.m.**, Pacific Daylight Time, for the following purposes:

1) to receive the annual report to shareholders, including our consolidated financial statements, together with the auditors' report thereon, and Management's Discussion and Analysis for the fiscal year ended December 31, 2024;

2) to set the number of directors at seven;

3) to elect directors for the ensuing year;

4) to appoint auditors for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditors;

5) to consider and, if deemed advisable, to pass a special resolution (the full text of which is set forth in this Management Information Circular) authorizing an amendment to the Corporation's articles of amalgamation, to (i) effect a share consolidation of the issued and outstanding common shares in the capital of the Corporation (the "Share Consolidation") at a share consolidation ratio to be determined by the Board of Directors within the range of one post-consolidation share for every 25 to 40 pre-consolidation shares, as and when determined by the Corporation's Board of Directors, in its sole discretion, and (ii) provide that the shareholders of the Corporation shall not be entitled to receive fractional common shares as a result of the Share Consolidation, nor any cash consideration for such fraction, and the number of common shares issuable on the Share Consolidation shall be rounded up, in the case of a fractional interest that is 0.5 or greater, or rounded down, in the case of a fractional interest that is less than 0.5, to the nearest whole number of common shares, all as more fully described in this Management Information Circular, provided that such special resolution shall be deemed to have been revoked if the Share Consolidation is not implemented prior to the date of the Corporation's next annual meeting of shareholders;

6) to consider and, if deemed advisable, to pass a non-binding advisory resolution on our approach to executive compensation; and

7) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Corporation's Board of Directors has fixed the close of business on March 24, 2025, as the record date for determining the common shareholders entitled to receive notice of and vote at the Meeting or any adjournment or postponement thereof.

The Management Information Circular accompanying this Notice provides additional information relating to the matters to be dealt with at the Meeting or any adjournment or postponement thereof.

Dated at Vancouver, BC on March 28, 2025.

By Order of the Board of Directors

"Daniel Nocente"

Daniel Nocente
Chair, Board of Directors
Western Forest Products Inc.

Registered shareholders who wish to vote in advance of the Meeting are invited to vote by signing and returning the enclosed form of proxy in the envelope provided for that purpose. A proxy will not be valid unless it is deposited at the office of Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, on or before 9:00 a.m. Pacific Daylight Time (12:00 p.m. Eastern Daylight Time) on May 5, 2025. Instructions for voting by telephone or via the Internet are located on the enclosed form of proxy.

Non-registered shareholders will be provided with voting instructions by the intermediaries who hold the shares on their behalf.

VOTING INFORMATION

WHO CAN VOTE

The Board of Directors (the “Board” or “Board of Directors”) of Western Forest Products Inc. (“Western”, the “Corporation”, “us”, “we” or “our”) have fixed the close of business on March 24, 2025, as the record date (the “Record Date”), which is established for the purposes of determining shareholders entitled to receive notice of and to vote at the Annual and Special Meeting of Shareholders (the “Meeting”) referred to in the accompanying Notice of Meeting (the “Notice”). As at the Record Date, a total of 316,745,557 common shares in the capital of Western (the “Shares”) were issued and outstanding. Each Share is entitled to one vote at the Meeting.

SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by management of Western of Share owners’ proxies in relation to the Meeting. The proxy solicitation will be primarily by mail, but proxies may also be solicited by phone or other ways. The cost of solicitation will be borne by the Corporation. Unless otherwise specified, all information provided in this Circular is as at March 24, 2025, and all dollar amounts are in Canadian currency.

HOW TO VOTE

You can vote by attending the Meeting in person, voting in advance of the Meeting, or appointing someone to attend the Meeting and vote your Shares (see “*Voting Information - Appointing A Proxy*”). How you vote also depends on whether you are a registered shareholder (a “Registered Shareholder”) or non-registered shareholder (“Beneficial Shareholder”). You are a Registered Shareholder if the Shares you own are registered directly in your name with our transfer agent, Computershare Investor Services Inc. (“Computershare”). You are a Beneficial Shareholder if the Shares you own are registered for you in the name of an intermediary.

	Beneficial Shareholders	**Registered Shareholders**
	Your intermediary has sent you a voting instruction form with this package.	We have sent you a proxy form with this package.
Voting in advance or appointing someone to vote for you	Complete the voting instruction form and return it to your intermediary. You can either mark your voting instructions on the voting instruction form or you can appoint someone else as your proxy to attend the Meeting and vote for you.	Complete the proxy form and return it to Computershare no later than 9:00 am Pacific Daylight Time on May 5, 2025. You can either mark your voting instructions on the proxy form or you can appoint someone else to attend the Meeting and vote for you.
Voting in person	Follow the instructions on the voting instruction form. In most cases, you can print your name in the space provided on the enclosed voting instruction form and return the form as instructed by your intermediary. Your intermediary may also allow you to do this online. Do not complete the voting section, as you will be voting at the Meeting. You should register with Computershare when you arrive at the Meeting. If you want to appoint someone else as a proxy to attend the Meeting, you must print the person’s name in the appropriate space on the voting instruction form or complete another acceptable paper proxy. The person does not need to be a shareholder but must attend the Meeting to vote your Shares.	Do not complete the proxy form or return it to us. Please bring it with you to the Meeting. Please register with Computershare when you arrive at the Meeting. If you want to appoint someone else as a proxy to attend the Meeting, you must print the person’s name in the appropriate space on the proxy form or complete another acceptable paper proxy. The person does not need to be a shareholder but must attend the Meeting to vote your Shares.

APPOINTING A PROXY

The persons named in the proxy form or voting instruction form are directors or officers of the Corporation. They are referred to as the "management representatives" throughout this Circular. You have the right to appoint someone else to be your proxyholder by inserting that person's or company's name in the applicable form. See "How to Vote" on page 4 for more information.

FURTHER VOTING INFORMATION FOR BENEFICIAL SHAREHOLDERS

Under securities legislation a Beneficial Shareholder is a "non-objecting beneficial owner" (or "NOBO") if they have provided instructions to their intermediary not objecting to the disclosure of the Beneficial Shareholder's ownership information in accordance with securities legislation. A Beneficial Shareholder is an "objecting beneficial owner" (or "OBO") if such Beneficial Shareholder has, or is deemed to have, provided instructions to the intermediary objecting to disclosure of the Beneficial Shareholder's ownership information.

If you are a NOBO, you received these materials from your intermediary or its agent, and your intermediary is required to seek your instructions as to how to exercise the voting rights attached to your Shares. The Corporation has agreed to pay for intermediaries to deliver the proxy-related materials and the relevant voting instruction form (or, less frequently, the form of proxy) to NOBOs.

If you are an OBO, you received these materials from your intermediary or its agent, and your intermediary is required to seek your instructions as to how to exercise the voting rights attached to your Shares. The Corporation has agreed to pay for intermediaries to deliver the proxy-related materials and the relevant voting instruction form (or, less frequently, the form of proxy) to OBOs who have not otherwise waived their right to receive them.

Beneficial Shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

REVOKING PROXIES

A Registered Shareholder who has given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by the proxy by: (1) delivering another properly executed form of proxy with a later date and depositing it as described above; (2) by depositing an instrument in writing revoking the proxy executed by the shareholder or by the shareholder's attorney authorized in writing (a) at our registered office, Suite 800, 1055 West Georgia Street, Royal Centre Building, PO Box 11122, Vancouver, BC, V6E 3P3, Attention: Corporate Secretary, at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement of the Meeting, or (b) with the Chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof; or (c) by any other manner permitted by law.

A Beneficial Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting materials at any time by written notice to the intermediary, except that an intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by the intermediary at least seven days prior to the Meeting.

VOTING OF SHARES REPRESENTED BY MANAGEMENT REPRESENTATIVES

The management representatives designated in the proxy form will vote or withhold from voting the Shares where they are the appointed proxy on any ballot called in accordance with the instructions of the shareholder as indicated on the proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

In respect of each matter identified or referred to that no instruction is given for, the management representatives will vote the Shares in accordance with management's recommendation in this Circular.

The enclosed form of proxy confers discretionary authority with respect to any amendments to or variations of matters of business to be acted on at the Meeting and with respect to other matters that may properly come before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested. At the date of this Circular, the management of the Corporation knows of no such amendments, variations or other matters expected to come before the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SHARES

As at March 24, 2025, the Corporation has 316,745,557 Shares issued and outstanding which are entitled to be voted at the Meeting, each Share carrying the right to one vote.

To the knowledge of our directors and executive officers, as at March 24, 2025, no party beneficially owns, or controls or directs, directly or indirectly, 10% or more of the outstanding Shares entitled to be voted at the Meeting, except as set out below.

Name of Beneficial Shareholder	Number of Shares	Percentage Ownership
Letko, Brosseau & Associates Inc.	47,403,025	14.97%
Fidelity Management & Research Company	36,425,739	11.50%
Kernwood Limited	35,852,500	11.32%

BUSINESS OF THE MEETING

1. RECEIVE THE ANNUAL REPORT AND FINANCIAL STATEMENTS

The Annual Financial Statements of the Corporation and Management's Discussion and Analysis for the fiscal year ended December 31, 2024, which are included in the Corporation's 2024 Annual Report, will be placed before the shareholders at the Meeting. The Corporation's 2024 Annual Report is being mailed with this Circular to all holders of Shares who elected to receive it. Alternatively, the 2024 Annual Report can be requested by emailing the Corporation's Corporate Secretary at corporatesecretary@westernforest.com or accessed through the Corporation's website at www.westernforest.com or on SEDAR+ at www.sedarplus.ca.

2. SET THE NUMBER OF DIRECTORS

The shareholders of the Corporation will be asked to vote to set the number of directors on the Board at seven. The resolution to set the number of directors on the Board at seven must be passed by a simple majority of the votes cast at the Meeting.

Management recommends voting in favour of setting the number of directors at seven. Unless otherwise directed, management representatives will vote FOR the resolution setting the number of directors of the Corporation at seven.

3. ELECT DIRECTORS

Seven nominees are proposed for election to the Board at this Meeting. All nominees are currently directors of the Corporation. See "*About our Board of Directors"*, beginning at page 17, for biographical information about each of the nominees proposed for election to the Board.

The term of each director currently in office will expire on May 7, 2025. If elected, each director proposed as a nominee below will hold office until the termination of the Corporation's next annual general meeting, unless their office is vacated in accordance with the by-laws of the Corporation and applicable corporate and securities laws.

Management recommends voting in favour of each nominee. Unless otherwise directed, management representatives will vote FOR the election of a Board composed of the seven nominees listed below under "*About our Board of Directors – Director Biographies"*.

Management has received consents from the proposed nominees to serve as directors, but if for any reason prior to the Meeting any of the proposed nominees is unable to serve as a director, management representatives, unless directed to withhold from voting in the election of directors, reserve the right to nominate and to vote for other nominees at their discretion.

Majority Voting For Directors

The Board has adopted a policy (the "Majority Voting Policy") pursuant to which any director nominee who does not receive a greater number of votes "for" than the aggregate of the number of votes "against" and "withheld" at an uncontested meeting of shareholders will not be elected to the Board and will immediately tender their resignation to the Board, except for the limited circumstances set forth in the Majority Voting Policy.

If a nominee is not elected to the Board in accordance with the Majority Voting Policy, the Board may leave the resultant vacancy unfilled until the next annual meeting of shareholders subject to compliance with the Corporation's by-laws and applicable corporate and securities laws. The Board may also choose to fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders. It may further decide to call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position. The Majority Voting Policy is available for review on the Corporation's website at www.westernforest.com.

4. APPOINT AUDITORS

At the Board meeting held on February 13, 2025, the Audit Committee recommended the nomination of KPMG LLP for reappointment as our external auditors, subject to shareholder approval. The resolution to appoint KPMG LLP as auditors must be passed by a simple majority of the votes at the Meeting cast either in person or by proxy.

The Audit Committee performed a comprehensive auditor assessment on October 28, 2021. With the transition to a new Chief Financial Officer of the Corporation complete, the Audit Committee intends to perform a comprehensive auditor assessment in 2025. The Audit Committee also performs regular annual auditor assessments, with the last such assessment occurring on February 12, 2024. As a result of such assessments, the Audit Committee recommended the continued engagement of KPMG LLP for audit services. KPMG LLP was first appointed as our auditors effective from our incorporation on April 27, 2004 and have served as our auditors since that time.

Management recommends voting in favour of the reappointment of KPMG LLP. Unless otherwise directed, management representatives will vote FOR:

(1) the reappointment of KPMG LLP as auditors of the Corporation, to hold office until the next Annual Meeting of Shareholders, and

(2) authorizing the Board to fix the auditors' remuneration.

Audit Fees

Aggregate fees billed to the Corporation for the fiscal year ended December 31, 2024 by KPMG LLP amounted to $850,938. The Audit Committee has adopted a policy regarding the provision of non-audit services by the Corporation's external auditors. This policy requires Audit Committee pre-approval of permitted audit, audit-related and non-audit services.

The following table sets forth further information on the fees billed by KPMG LLP to the Corporation for the past two years:

Services	Fees Paid ($ thousands)	
	2024	2023
Audit Fees	706	690
Audit-Related Fees	28	74
Tax Fees	32	74
All Other Fees	85	172
Total for all services	**$851**	**$1,010**

Description of Services:

Audit Fees include the audit of our annual financial statements, the review of our unaudited condensed consolidated interim financial statements, and related accounting consultation.

Audit-Related Fees include audits of our pension plans and supplemental audit and review procedures conducted during the course of the year.

Tax Fees consist of tax compliance, tax advisory and tax planning and structuring services.

All Other Fees consists of other products and services provided by our auditors including, but not limited to, services relating to the Corporation's sustainability and carbon accounting reporting ("Sustainability Report").

KPMG LLP has advised the Audit Committee that it considers itself to be independent of the Corporation and the Audit Committee has confirmed that it considers KPMG LLP to be independent.

5. AMENDMENT TO THE ARTICLES OF AMALGAMATION TO EFFECT THE SHARE CONSOLIDATION

With the exception of the anticipated post-consolidation share numbers set forth in this section, share numbers set forth in this Circular do not reflect the effect of the proposed Share Consolidation.

At the Meeting, shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, a special resolution in the form set out under the heading "*Shareholder Approval of Consolidation – Special Resolution*" below (the "Consolidation Resolution") to approve the consolidation of the issued and outstanding Shares at a consolidation ratio (the "Consolidation Ratio") within the range of one post-Share Consolidation Share for every 25 to 40 pre-Share Consolidation Shares with the exact consolidation ratio to be set as and when determined by the Board in its sole discretion (the "Share Consolidation").

The Board believes that the Share Consolidation is in the best interests of the Corporation, its shareholders and other stakeholders for the following reasons:

- *Anticipated higher Share price*. The Share Consolidation is expected to result in the market price of the Shares increasing to reflect the Consolidation Ratio.

- *Increased investor interest.* A higher Share price post-Share Consolidation may help generate interest in the Corporation among new and existing investors. A higher Share price may meet investing guidelines for certain institutional investors and investment funds that are currently prevented under their internal investing guidelines from investing in the Shares at current price levels. Many investors pay commissions based on the number of shares traded when they buy or sell shares and, accordingly, a higher Share price may attract investors by resulting in lower trading commissions.

- *Improved liquidity*. The aggregate potential effect of increased interest from investors and potentially lower transaction costs could ultimately improve the trading liquidity of the Shares.

There can be no assurance that any increase in the market price per Share, increased investor interest or improved liquidity would result from the proposed Share Consolidation.

Principal Effects of the Share Consolidation

If approved and implemented, the principal effects of the Share Consolidation would be:

- *Reduction in the number of Shares outstanding*. The number of Shares issued and outstanding (being 316,745,557 Shares as of the Record Date) would be reduced following the Share Consolidation proportionate to the Consolidation Ratio determined by the Board. For example, the Share Consolidation would result in approximately 7,918,639[1] Shares assuming the Consolidation Ratio is determined on the basis of 40 pre-Share Consolidation Shares for one post-Share Consolidation Share, or approximately 12,669,822[2] Shares assuming the Consolidation Ratio is determined on the basis of 25 pre-Share Consolidation Shares for one post-Share Consolidation Share; and

[1&2] The exact number of Shares issued and outstanding after the Share Consolidation will vary depending on the elimination of fractional shares, and certain other factors.

- A*djustments to the outstanding Options, DSUs RSUs and PSUs of the Corporation*. The exercise or conversion price and/or the number of Shares issuable under the Corporation’s outstanding Options, DSUs, RSUs, PSUs and any other similar securities will be proportionately adjusted upon implementation of the Share Consolidation based on the Consolidation Ratio determined by the Board in accordance with the terms of the plans governing those securities. Shareholder approval is not required in order for the Board to make the necessary adjustments to such securities under their respective plans.

If the Consolidation Resolution is approved, the Share Consolidation would be implemented, if at all, only upon a determination by the Board that it is in the best interests of the Corporation at that time. In connection with any determination to implement the Share Consolidation, the Board will determine a Consolidation Ratio and the timing to give effect to such Share Consolidation, subject to receipt of all necessary regulatory approvals, including the approval of the Toronto Stock Exchange (“TSX” or “Exchange”). No further action on the part of Shareholders would be required in order for the Board to implement the Share Consolidation.

The Board believes that the proposed range of Consolidation Ratios (rather than a single ratio) will provide it with the flexibility to implement the Share Consolidation in a manner that maximizes the anticipated benefits to the Corporation and its shareholders and because it is not possible to predict market conditions at the time the Share Consolidation would be implemented. In determining which Consolidation Ratio to implement, if any, following the receipt of Shareholder approval, the Board may consider, among other things, factors such as:

- the historical and then-prevailing trading prices and trading volume of the Shares;
- threshold prices of brokerage houses or institutional investors that could impact their ability to invest or recommend investments in the Shares;
- the required adjustments to the Corporation’s outstanding Options, DSUs, RSUs, PSUs and any other similar securities; and
- prevailing general market and economic conditions and the outlook for the trading of the Shares.

Except for any variances attributable to treatment of fractional shares (as discussed below), the Share Consolidation will not materially affect any Shareholder’s proportionate voting rights. Each Share outstanding after the Share Consolidation will be fully paid and non-assessable and will entitle the holder to one vote per Share.

The Board’s decision to implement the Share Consolidation, if at all, and the Consolidation Ratio will be based upon prevailing market conditions at that time. The Board will retain the authority, notwithstanding approval of the Share Consolidation by shareholders, to determine in its discretion not to proceed with the Share Consolidation, without further approval or action by or prior notice to shareholders. If the Share Consolidation is not implemented prior to the date of the Corporation’s next annual meeting of shareholders, the shareholder approval granted in respect of the Share Consolidation will be deemed to have been revoked and the Board will be required to obtain new shareholder approval if it wishes to implement a share consolidation.

If approved and implemented, the Share Consolidation will occur simultaneously for all the Shares and the Consolidation Ratio will be the same for all the Shares. Except for any variances attributable to treatment of fractional shares (as discussed below), the change in the number of issued and outstanding Shares that will result from the Share Consolidation will cause no change in the capital attributable to the Shares and will not materially affect any Shareholder’s percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Shares.

Fractional Shares

No fractional Shares will be issued upon the Share Consolidation and no cash will be paid in lieu of fractional post-consolidation Shares. Any fractional Shares resulting from the Share Consolidation will be rounded to the nearest whole number. For example, any fractional Shares representing less than 0.5 of a post-consolidation Share will not entitle the holder thereof to receive a post-consolidation Share and any fractional Share representing 0.5 or more of a post-consolidation Share will entitle the holder thereof to receive one whole post-consolidation Share.

Following the Share Consolidation, the Shares will continue to be listed on the TSX under the ticker symbol "WEF" although the post-consolidation Shares will trade under new CUSIP and ISIN numbers.

Certain risks associated with the Share Consolidation

No guarantee of an increased Share price

There are numerous factors and contingencies that could affect the Share price prior to or following the Share Consolidation, including the status of the market for the Shares at the time, the status of the Corporation's reported financial results in future periods, and general economic, geopolitical, stock market, industry conditions, the market's perception of the Corporation's business and other factors, which are unrelated to the number of Shares outstanding. Therefore, there can be no assurance that the per share trading price of the Shares following the Share Consolidation will increase as a result of the Share Consolidation or will not decrease in the future. Accordingly, the market price of the Shares may not be sustainable at the direct arithmetic result of the Share Consolidation and may be lower.

The Corporation's liquidity after the proposed Share Consolidation may be lower than immediately before the proposed Share Consolidation.

While the Board believes that a higher Share price may provide the benefits described above, the Share Consolidation may not result in a Share price that will attract institutional investors or investment funds. As a result, the liquidity of the Shares may not improve after giving effect to the Share Consolidation. Furthermore, the liquidity of the Shares could be adversely affected by the reduced number of Shares that would be outstanding after the Share Consolidation.

Shareholders may hold odd lots following the Share Consolidation

The Share Consolidation may result in some Shareholders owning "odd lots" of less than 100 Shares on a post-consolidation basis. "Odd lots" may be more difficult to sell, or require greater transaction costs per Share to sell, than Shares held in "board lots" of even multiples of 100 Shares.

Procedure for Implementing the Share Consolidation

If the Consolidation Resolution is approved by shareholders and the Board decides to implement the Share Consolidation, the Share Consolidation is subject to the approval of the Exchange before it may take effect. Even if the Consolidation Resolution is approved by Shareholders at the Meeting, the Board may elect to revoke the Consolidation Resolution, abandon the Share Consolidation or change the Consolidation Ratio without prior approval of the shareholders.

If the Board decides to implement the Share Consolidation, the Corporation will file the Articles of Amendment with the director under the *Canada Business Corporations Act* (the "CBCA") in the form prescribed by the CBCA to amend the Corporation's Articles. The Share Consolidation will become effective as specified in the Articles of Amendment and the certificate of amendment issued under the CBCA.

In order to be adopted, the CBCA requires that the Consolidation Resolution be approved by a special resolution of the shareholders, being two-thirds of the votes cast by shareholders present in person or by proxy at the Meeting.

Registered Shareholders

If the proposed Share Consolidation is approved by shareholders and implemented by the Board, Registered Shareholders holding their Shares in certificated form will be required to surrender their share certificates representing pre-Share Consolidation Shares in exchange for a Direct Registration System (a "DRS") statement representing the post-Share Consolidation Shares. The DRS is an electronic registration system which allows Registered Shareholders to hold Shares in their name in book-based form, as evidenced by a DRS statement rather than a physical share certificate.

Following the announcement by the Corporation of the Consolidation Ratio selected by the Board and the effective date of the Share Consolidation, Registered Shareholders holding their shares by share certificate will be provided with a letter of transmittal by the Corporation's transfer agent, Computershare, to be used for the purpose of surrendering their certificates representing the then outstanding Shares to Computershare and authorizing Computershare to issue a DRS statement representing Shares after giving effect to the Share Consolidation. Each Registered Shareholder holding their shares by share certificate must complete and sign a letter of transmittal after the Share Consolidation takes effect. The letter of transmittal will contain instructions on how to surrender to the Corporation's transfer agent the certificate(s) representing the Registered Shareholder's pre-Share Consolidation Shares. No delivery of a DRS statement representing the post-Share Consolidation Shares will be made until the Registered Shareholder surrenders their certificates representing the pre-Share Consolidation Shares along with the letter of transmittal to Computershare, as registrar and transfer agent of the Corporation, in the manner detailed therein.

Alternatively, Registered Shareholders whose Shares are represented by a DRS statement need not take any action and will automatically receive an updated DRS statement representing their post-Share Consolidation Shares if and when effected. Registered Shareholders holding their shares by DRS statement will not be required to complete and sign a letter of transmittal, and a DRS statement representing the post-Share Consolidation Shares will automatically be issued to the Registered Shareholder by the Corporation's transfer agent, after the Share Consolidation takes effect.

After the Share Consolidation, share certificates or DRS statements representing pre-Share Consolidation Shares, as applicable, will: (i) not constitute good delivery for the purposes of trades of Shares post-Share Consolidation; and (ii) be deemed for all purposes to represent the number of Shares to which the shareholder is entitled as a result of the Share Consolidation.

Any Registered Shareholder whose old certificate(s) have been lost, destroyed or stolen will be entitled to a replacement share certificate only after complying with the requirements that we and our transfer agent customarily apply in connection with lost, stolen or destroyed certificates.

The method chosen for delivery of share certificates and letters of transmittal to the transfer agent is the responsibility of the Registered Shareholder and neither the Corporation nor its transfer agent will have any liability in respect of share certificates and/or letters of transmittal which are not actually received by the transfer agent.

REGISTERED SHAREHOLDERS SHOULD NEITHER DESTROY NOR SUBMIT ANY SHARE CERTIFICATE UNTIL HAVING RECEIVED A LETTER OF TRANSMITTAL.

Non-Registered Shareholders

Beneficial Shareholders holding their Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have specific procedures for processing the Share Consolidation. If you hold your Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

No Dissent Rights

Under the CBCA, shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

Certain tax consequences of the Share Consolidation

THIS SUMMARY IS OF A GENERAL NATURE. SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE APPLICABILITY OF TAX CONSEQUENCES IN THEIR PARTICULAR CIRCUMSTANCES.

Certain Canadian Federal Income Tax Consequences of the Share Consolidation

The following summary describes the principal Canadian federal income tax considerations under the *Income Tax Act (Canada)* (the “Tax Act”) generally applicable to a holder of the Shares whose shares are consolidated pursuant to the Share Consolidation and who, for purposes of the Tax Act and any applicable income tax treaty or convention, and at all relevant times, is a resident of Canada, holds its shares as capital property and deals at arm’s length and is not affiliated with the Corporation (a “Canadian Shareholder”).

Generally, a share consolidation will not result in a taxable transaction if no acquisition or disposition is considered to have occurred. A Canadian Shareholder is not expected to realize a capital gain or a capital loss as a result of a share consolidation if the consolidation ratio is the same for all the shares in the same proportion for all shareholders holding the same class of share, where there is no change in the total capital represented by the issue, where there is no change in the interest, rights or privileges of the shareholders and where there are no concurrent changes in the capital structure of the corporation or the rights and privileges of other shareholders.

Any share cancellation resulting in a deemed share disposal for tax purposes will, at the time of such sale, result in realizing a capital gain (or a capital loss) to the extent that the proceeds received, net of reasonable costs of disposition, exceeds (or is less than) the adjusted cost base of such share to the Canadian Shareholder. The applicable capital inclusion rate at the time of the sale is to be applied, and any taxable capital gain realized is to be included in income (and any allowable capital loss realized may be deducted against taxable capital gains), in accordance with the detailed provisions of the Tax Act.

Although a share consolidation is not normally a taxable event, the adjusted cost base (“ACB”) will be impacted. It is advisable that a Canadian Shareholder recalculate the new ACB of the post-Share Consolidation Shares to reflect the consolidation, as the change may impact the capital gain or loss reported by the shareholder upon future disposition of the shares.

Certain Material United States Federal Income Tax Consequences of the Share Consolidation

The following discussion is a general summary of certain material U.S. federal income tax consequences of the Share Consolidation that may be relevant to holders of the Shares holding such shares as a capital asset within the meaning of Section 1221 of the Internal Revenue Code, as amended (the “IRC”).

This discussion is summary in nature and does not address all aspects of U.S. federal income taxation in light of specific circumstances or to shareholders that may be subject to special tax rules which are not discussed in this Circular.

U.S. SHAREHOLDERS

Generally, a share consolidation constitutes a “recapitalization” for U.S. federal income tax purposes. A U.S. Shareholder would typically not recognize gain or loss upon a share consolidation, except with respect to any cash received as a result of the share consolidation.

A U.S. Shareholder’s aggregate tax basis of the pre-Share Consolidation Shares should remain unchanged, and should equal the post-Share Consolidation Shares received. A U.S. Shareholder of the pre-Share

Consolidation Shares acquired on different dates and at different prices should consult their tax advisors regarding the allocation of the tax basis and holding period of such shares.

NON-U.S. SHAREHOLDERS

Non-U.S. shareholders that exchange pre-Share Consolidation Shares generally should not be subject to U.S. federal income tax on such exchange.

Shareholders should consult their tax advisors regarding the tax consequences of the Share Consolidation to them, including the effects of any Canadian or U.S. federal, provincial, state, local, foreign and/or other tax laws.

Shareholder Approval of Consolidation – Special Resolution

In order to be adopted, the CBCA and Articles of the Corporation require that the Consolidation Resolution be approved by a special resolution of the shareholders, being not less than two-thirds of the votes cast by shareholders present in person or by proxy at the Meeting. The text of the Consolidation Resolution to be submitted to shareholders at the Meeting is set forth below. **Management recommends voting in favour of the Share Consolidation described herein. Unless otherwise directed, management representatives will vote <u>FOR</u> the following special resolution:**

"RESOLVED BY SPECIAL RESOLUTION THAT:

1. subject to receipt of all regulatory approvals, including from the Toronto Stock Exchange, the Articles of the Corporation be amended to effect the consolidation (the "Share Consolidation") of all of the issued and outstanding common shares of the Corporation (the "Shares") at a consolidation ratio (the "Consolidation Ratio") within the range of one post-Share Consolidation Share for every 25 to 40 pre-Share Consolidation Shares, and the board of directors (the "Board") is hereby authorized to determine the final Share Consolidation ratio within the aforementioned range in its sole and absolute discretion;

2. the shareholders of the Corporation shall not be entitled to receive fractional Shares as a result of the Share Consolidation, nor any cash consideration for such fraction, and the number of Shares issuable on the Share Consolidation shall be rounded up, in the case of a fractional interest that is 0.5 or greater, or rounded down, in the case of a fractional interest that is less than 0.5, to the nearest whole number of Shares, all as more fully described in the Management Information Circular of the Corporation dated March 28, 2025;

3. any director or officer of the Corporation (the "Authorized Person") is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, and to deliver or to cause to be delivered the Articles of Amendment reflecting the Share Consolidation to the Director appointed under the *Canada Business Corporations Act*, and all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such Authorized Person may be necessary or desirable to carry out the terms of the foregoing resolutions, and that all actions taken by any Authorized Persons to date in connection with the foregoing resolutions are hereby authorized and confirmed;

4. notwithstanding that this special resolution has been duly passed by the shareholders, the Board is hereby authorized and empowered, if it decides not to proceed with the Share Consolidation, to revoke this resolution, at its sole discretion, in whole or in part at any time prior to it being given effect without further notice to, or approval of, the shareholders; and

5. notwithstanding that this special resolution has been duly passed by the shareholders, this special resolution shall be deemed to have been revoked by the shareholders, without further notice to the Corporation, if the Share Consolidation is not implemented prior to the date of the Corporation's next annual meeting of shareholders."

SHARES REPRESENTED BY PROXIES WILL BE VOTED IN FAVOUR OF THE CONSOLIDATION RESOLUTION BY THE MANAGEMENT NOMINEES IN THE ABSENCE OF DIRECTION TO THE CONTRARY FROM THE SHAREHOLDER APPOINTING THEM. AN AFFIRMATIVE VOTE OF TWO-THIRDS OF THE VOTES CAST BY SHAREHOLDERS AT THE MEETING IS SUFFICIENT FOR THE APPROVAL OF THE CONSOLIDATION RESOLUTION.

6. ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Board has a policy to hold an advisory vote on our approach to executive compensation at every annual general meeting. The purpose of this ‘Say on Pay’ advisory vote is to provide shareholders with the opportunity to indicate their acceptance of the Board’s overall approach to executive compensation.

Western is committed to providing its shareholders with clear, comprehensive and transparent disclosure on executive compensation. Please refer to the “*Executive Compensation*” section starting on page 42, which sets out the philosophy, objectives and elements of the Corporation’s executive compensation program, as well as the measurement and assessment processes used.

Management recommends voting in favour of the approach to executive compensation disclosed herein. Unless otherwise directed, management representatives will vote FOR the following resolution:

> “RESOLVED that, on an advisory basis only and not to diminish the role and responsibilities of the Board, the shareholders accept the approach to executive compensation disclosed in the Corporation’s Management Information Circular dated March 28, 2025.”

Since this is an advisory vote, the results will not be binding on the Board or Western. The Board remains fully responsible for its compensation decisions and is not relieved of its responsibilities by either a positive or a negative advisory vote. However, the Board will consider the outcome of the vote as part of its ongoing review of the executive compensation program of the Corporation, together with the feedback received from shareholders in the course of regular communications.

7. OTHER BUSINESS

Management does not intend to present any other business at the Meeting or any adjournment or postponement thereof and is not aware of changes to the proposed matters or other matters that may be presented for action. If changes or other matters are properly brought before the Meeting or any adjournment or postponement thereof, the management representatives designated in the enclosed form of proxy will vote on them using their best judgement.

BOARD AND GOVERNANCE HIGHLIGHTS

Board Structure	▪ Number of directors [(1)]	Seven
	▪ Non-executive independent directors [(1)]	100%
	▪ Independent directors [(1)] (only the President and CEO is not independent)	85.7%
	▪ Independent Board Chair	✓
	▪ Separate Board Chair and President and CEO role	✓
	▪ Number of Board committees	Four
	▪ Independent Board committees	100%
Board Composition	▪ Average director tenure	4.4 years
	▪ Average director age	64 years
	▪ Women directors	28.6%
	▪ Women and visible minority directors	42.9%
	▪ Board committees chaired by women as at March 28, 2025	50%
Governance and Policies	▪ Annual election of directors	✓
	▪ Directors elected individually and not by slate	✓
	▪ Independent director meetings without any management present at every Board meeting (in-camera meetings)	✓
	▪ One Share equals one vote (no dual class share structure)	✓
	▪ Director orientation and continuing education program	✓
	▪ Annual Board evaluations	✓
	▪ Equity ownership requirements for directors, NEOs and other Executives Officers	✓
	▪ Director Over-Boarding Policy	✓
	▪ Majority Voting Policy	✓
	▪ Code of Business Conduct and Ethics Policy	✓
	▪ Anti-Bribery and Anti-Corruption Policy	✓
	▪ Whistleblower hotline	✓
	▪ Diversity, Equity, and Inclusion Policy	✓
	▪ Indigenous Relationships Policy	✓
	▪ Environmental Policy	✓
	▪ Human Rights Policy	✓
	▪ Anti-Hedging and Clawback Policy	✓
	▪ Annual vote on executive compensation (‘Say on Pay’)	✓

ABOUT OUR BOARD OF DIRECTORS

On recommendation of the Nominating and Corporate Governance Committee there will be seven directors proposed for election at the Meeting.

In accordance with our independence criteria, six of seven of our directors are independent. Please see "*Corporate Governance Initiatives*" on page 29 for further information.

DIRECTOR BIOGRAPHIES

This section provides information on each person nominated for election to the Board. Other director information can be found in the section following the director biographies starting on page 21 and in the section titled "*Statement of Corporate Governance Practices*" starting on page 31.

Ms. Cillis is a corporate director with over 25 years of experience working in publicly traded, primarily international, organizations and has a broad range of leadership, corporate governance and financial experience. Ms. Cillis currently serves as a board member of Mattr Corp. where she is Chair of the Audit Committee. She has previously held board positions with Veren Inc. (formerly Crescent Point Energy Corp.), Enbridge Income Fund Holdings Inc. and Solium Capital Inc. Ms. Cillis also held the role of Senior Vice President, Finance and Chief Financial Officer of Calfrac Well Services Ltd. from 2008 until 2013, and Chief Financial Officer of Canadian Energy Services L.P. from 2006 to 2008. Prior thereto, she held various positions at Precision Drilling Corporation and Schlumberger Canada. Ms. Cillis is a CPA, CA and holds the ICD.D designation granted by the Institute of Corporate Directors. She earned her Bachelor of Commerce degree from the University of Alberta.

LAURA A. CILLIS
Independent
Nelson, BC, Canada
Director since: March 2019
Age: 66

Public Directorships	Interlocks
Mattr Corp.	None

2024 AGM Voting Results			
Votes For		Votes Against	
187,242,637	88.96%	23,246,588	11.04%

2024 Membership (5)	2024 Attendance (5)	2024 Percentage Attended (5)
Board	6 of 6	100%
Audit (Chair)	4 of 4	100%
NCGC	4 of 4	100%

Securities Held as at December 31, 2024 and 2023					
Year	Shares (1)	DSUs (2)	Value (3)	Meets requirement (4)	Total compensation (6)
2024	475,000	335,559	$964,923	Yes	$203,333
2023	475,000	169,678	$885,898	Yes	$189,333

(1) Share disclosure includes Shares beneficially owned, or controlled or directed, directly or indirectly, by the respective directors. This information has been furnished by each respective director in regard to their own shareholdings.
(2) Deferred Share Units, hereinafter referred to as "DSUs", are defined further on page 25.
(3) Value of Shares and DSUs held is calculated on the greater of the current market value and the grant or acquisition date value of eligible securities. The market value as at December 31, 2024 and December 31, 2023 was $0.405 and $0.71 respectively per Share or DSU held, which was the closing price of Shares on the final trading day prior to those dates.
(4) In accordance with our Director Equity Ownership Guidelines all non-executive directors are required to own a minimum value of Shares and DSUs equal to three times the value of their annual retainer within five years from becoming a director. See "Director Equity Ownership Guidelines" for further information.
(5) Director attendance is presented on the basis of Board and committee meetings that each director was eligible to attend in the year. Committees of the Board of Directors have been abbreviated in this Circular. The full committee names are the Audit Committee ("Audit Committee"), the Environmental, Health and Safety Committee ("EH&S Committee"), the Management Resources and Compensation Committee ("MRCC") and the Nominating and Corporate Governance Committee ("NCGC").
(6) Excludes the value of dividends received on DSUs held. For further information see "*Director Compensation Table*" on page 26.
(7) Mr. Krotowski replaced John Williamson on the MRCC effective May 7, 2024.

Mr. Hofer is President and Chief Executive Officer ("CEO") of the Corporation. Prior to joining Western, Mr. Hofer served as the Executive Vice President, Strategy & Business Development for BID Group, a global leader in wood processing technologies and solutions, from October 2019 to August 2022. Mr. Hofer joined BID Group in October 2017. Prior to BID Group, Mr. Hofer held leadership positions with Interfor Corporation, serving as Senior Vice President, Northwest Operations from December 2014 to April 2016 and Senior Vice President, Sales and Marketing from February 2011 to March 2015. Mr. Hofer has over 30 years' experience in the forest products industry with roles spanning from business development, operations, sales and marketing and product innovation. Mr. Hofer holds a Bachelor of Arts in Economics and Asian Studies from the University of Victoria and completed the Advanced Management Program from the University of Chicago.

STEVEN HOFER **Non-Independent** Bellingham, WA, USA Director since: September 2022 Age: 55	**Public Directorships**		**Interlocks**	
	None		None	
	2024 AGM Voting Results			
	Votes For		**Votes Against**	
	192,441,538	91.43%	18,047,687	8.57%
2024 Membership (5)	**2024 Attendance (5)**		**2024 Percentage Attended (5)**	
Board	6 of 6		100%	
Securities Held as at December 31, 2024 and 2023				
Refer to Executive Compensation section, beginning on page 42.				

Mr. Krotowski served as General Manager, C3.ai until December 2020 where he focused on the application of AI in the resource and chemical industries, and served in an advisory capacity through July 2024. He previously served as Vice President and Chief Information Officer of Caterpillar and Chief Information Officer for Chevron's Global Exploration and Production business. He has held various senior management positions in Chevron Corporation spanning operations, technology and major capital projects. Mr. Krotowski has extensive experience in cyber security, AI, operations management and supply chain optimization. Mr. Krotowski holds a Bachelor of Applied Science in Chemical Engineering from the University of Toronto and an MBA from Golden Gate University.

RANDY KROTOWSKI **Independent** Florence, MA, USA Director since: March 2021 Age: 65		**Public Directorships**		**Interlocks**	
		None		None	
		2024 AGM Voting Results			
		Votes For		**Votes Against**	
		181,115,058	86.04%	29,374,167	13.96%
2024 Membership (5)		**2024 Attendance (5)**		**2024 Percentage Attended (5)**	
Board Audit EH&S (Chair) MRCC(7)		6 of 6 4 of 4 4 of 4 3 of 3		100% 100% 100% 100%	
Securities Held as at December 31, 2024 and 2023					
Year	**Shares (1)**	**DSUs (2)**	**Value (3)**	**Meets requirement (4)**	**Total compensation (6)**
2024	113,600	368,102	$501,485	n/a	$183,333
2023	113,600	202,222	$417,318	n/a	$175,000

Ms. Macfarlane is the former Managing Partner, British Columbia and Canada's Chief Inclusiveness Officer at EY (Ernst & Young) and also led the EY Canada Tax practice and served as COO of the Americas' Tax practice. Ms. Macfarlane currently sits on the board of Broden Mining Ltd., Chard Development Ltd., and Inuvialuit Regional Corporation; acted as a director of the Aboriginal Business Investment Council and the International Women's Forum, Canada; was the Chair of the Employee Relations Committee of the Executive and Board of Governors of the University of British Columbia; was on the Executive and Board of Governors of the BC Business Council; and a member of the BC Ministry of Finance's Expert Panel on Business Taxation. Ms. Macfarlane was named one of Women of Influence's Canadian Diversity Champions and was inducted into the WXN Canada's Most Powerful Women Hall of Fame. Ms. Macfarlane holds the ICD.D designation granted by the Institute of Corporate Directors and is on the executive of the British Columbia Chapter. For her contributions to the CPA profession, she was awarded an honorary CPA, CA. Ms. Macfarlane holds a Bachelor of Laws and Bachelor of Commerce from the University of Cape Town and a Master of Laws from Cambridge University.

FIONA MACFARLANE
Independent
West Vancouver, BC, Canada
Director since: March 2022
Age: 65

Public Directorships	Interlocks
None	None

2024 AGM Voting Results			
Votes For		Votes Against	
188,112,005	89.37%	22,377,220	10.63%

2024 Membership (5)	2024 Attendance (5)	2024 Percentage Attended (5)
Board	6 of 6	100%
EH&S	4 of 4	100%
MRCC (Chair)	4 of 4	100%
NCGC	4 of 4	100%

Securities Held as at December 31, 2024 and 2023

Year	Shares (1)	DSUs (2)	Value (3)	Meets requirement (4)	Total compensation (6)
2024	20,000	285,893	$189,552	n/a	$183,333
2023	Nil	Nil	Nil	n/a	$116,304

Until December 2022, Mr. Nanji was a Partner at Stikeman Elliott LLP. He joined Stikeman Elliott in 2010 as part of the Vancouver Corporate Group and served as a member of their National Partnership Board. Mr. Nanji's practice primarily focused on cross-border mergers and acquisitions, strategic transactions, technology and corporate governance. Mr. Nanji has been recognized as a leading lawyer in corporate, M&A, private equity, forestry, corporate finance and technology. Prior to joining Stikeman Elliott, Mr. Nanji held various senior executive positions at Ballard Power Systems for 11 years, which included accountability for sales, marketing, corporate and business development, customer service and product strategy. Mr. Nanji was appointed Queen's Counsel (now King's Counsel) in 2016 and as a member of the British Columbia Securities Commission in 2024. Mr. Nanji graduated from Osgoode Hall Law School in Toronto with a Juris Doctor in 1982.

NOORDIN NANJI
Independent
Vancouver, BC, Canada
Director since: February 2023
Age: 65

Public Directorships	Interlocks
None	None

2024 AGM Voting Results			
Votes For		Votes Against	
148,874,239	70.73%	61,614,986	29.27%

2024 Membership (5)	2024 Attendance (5)	2024 Percentage Attended (5)
Board	6 of 6	100%
EH&S	4 of 4	100%
NCGC	4 of 4	100%

Securities Held as at December 31, 2024 and 2023

Year	Shares (1)	DSUs (2)	Value (3)	Meets requirement (4)	Total compensation (6)
2024	120,000	302,717	$278,604	n/a	$196,520
2023	70,000	80,807	$141,751	n/a	$149,333

Until September 2012, Mr. Nocente was Vice Chairman of Corporate and Investment Banking with National Bank Financial Inc. Previously, he was Vice Chairman and BC Geography Head with RBC Dominion Securities. Mr. Nocente is a former Director and Audit Committee Member of Vancouver Coastal Health Board and former Director and Audit Committee Member of Savary Gold Inc. Mr. Nocente has also served as Director and Audit Committee member of Carmanah Technologies Corporation, Director and Audit Committee Chair with Canada Line Rapid Transit Inc., Chair of St. Paul's Hospital Foundation, Chairman of the Nature Trust of BC, Vice Chair and Director of Providence Healthcare, Director and Head of the Governance Committee with the Arts Club Theatre Company, and was a member of the YMCA Cabinet. Mr. Nocente holds a Bachelor of Arts degree from the University of British Columbia, a Master's degree in Business Administration from George Washington University in Washington, DC and has completed the Leadership in Professional Services Firms course at the Harvard Business School.

DANIEL NOCENTE
Independent
Vancouver, BC, Canada
Director since: May 2014
Chair since: February 2023
Age: 70

Public Directorships	Interlocks
None	None

2024 AGM Voting Results			
Votes For		Votes Against	
188,187,630	89.40%	22,301,595	10.60%

2024 Membership (5)	2024 Attendance (5)	2024 Percentage Attended (5)
Board (Chair)	6 of 6	100%

Securities Held as at December 31, 2024 and 2023					
Year	Shares (1)	DSUs (2)	Value (3)	Meets requirement (4)	Total compensation (6)
2024	281,762	674,997	$1,167,896	Yes	$273,333
2023	281,762	420,540	$1,044,718	Yes	$249,958

Mr. Wijnbergen was previously the President, Engineered Wood of West Fraser Timber Co. Ltd., in connection with the integration of Norbord Inc. and West Fraser, and President and CEO of Norbord Inc. Prior to his appointment as President & CEO of Norbord, he held various senior executive positions with Norbord, including Senior Vice President & Chief Operating Officer and SVP Sales, Marketing and Logistics. Mr. Wijnbergen has over 35 years' experience in the forest products industry with roles spanning from business development, operations and sales, marketing and logistics. Mr. Wijnbergen is currently the interim CEO of Swiss Kronos Group and sits on the board of Swiss Krono Holding Ltd. He holds a Bachelor of Economics from, and has completed the Executive Management Program at, University of Toronto.

PETER WIJNBERGEN
Independent
Toronto, ON, Canada
Director since: February 2023
Age: 61

Public Directorships	Interlocks
None	None

2024 AGM Voting Results			
Votes For		Votes Against	
191,681,996	91.06%	18,807,229	8.94%

2024 Membership (5)	2024 Attendance (5)	2024 Percentage Attended (5)
Board	6 of 6	100%
Audit	4 of 4	100%
MRCC	4 of 4	100%

Securities Held as at December 31, 2024 and 2023					
Year	Shares (1)	DSUs (2)	Value (3)	Meets requirement (4)	Total compensation (6)
2024	85,400	412,569	$345,127	n/a	$168,333
2023	85,400	80,807	$176,794	n/a	$140,000

DIRECTOR SKILLS AND EXPERIENCE

A board of directors with a broad set of skills is better able to oversee the range of issues that arise with a corporation of our size and complexity. Accordingly, each non-executive director is evaluated on the basis of the skills and experience that they contribute. The NCGC maintains a skills matrix to assist with reviewing the skill set of current non-executive directors, as well as with identifying director candidates in the succession planning process who best meet the needs of the Corporation. This analysis, presented below, is also used as a tool in evaluating continuing director education programs.

Skills and Experience	Cillis	Krotowski	Macfarlane	Nanji	Nocente	Wijnbergen
Business Strategy, Development and Risk Assessment	✓	✓	✓	✓	✓	✓
Capital Allocation, Mergers, Acquisitions & Divestitures	✓	✓		✓	✓	✓
Communications	✓	✓		✓	✓	✓
Corporate Finance and Capital Markets				✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓	
Environmental and Sustainability		✓		✓		✓
Financial Reporting, Accounting and Audits	✓	✓	✓	✓	✓	✓
Government and Stakeholder Relations	✓	✓	✓	✓	✓	✓
Human Resources and Labour Relations	✓	✓	✓	✓	✓	✓
Industry Knowledge and Experience				✓	✓	✓
Information Technology and Cyber Security	✓	✓			✓	
International Business Experience	✓	✓	✓	✓		✓
Legal			✓	✓		
Operations Management		✓	✓			✓
Regional Business Experience			✓	✓	✓	✓
Sales, Marketing and Product Development		✓	✓	✓		✓

Skills and Experience	Description
Business Strategy, Development and Risk Assessment	Experience as CEO or senior executive officer Experience driving strategic initiatives, or leading organic or acquisition growth Experience with risk management systems, assessment and management of risk
Capital Allocation, Mergers, Acquisitions & Divestitures	Experience in investment banking, mergers and acquisitions, divestitures, capital allocation decisions or strategic capital projects
Communications	Experience in corporate communications
Corporate Finance and Capital Markets	Experience in corporate finance or capital markets with knowledge of debt and equity capital markets Experience in investor relations
Corporate Governance	Experience or knowledge of best corporate governance practices Board experience at a public company or large organization with well-developed governance practices Board or committee chair experience
Environmental and Sustainability	Experience in or with sustainability and climate change Understanding the constituents of sound sustainable business practices
Financial Reporting, Accounting and Audits	Executive or professional experience in or with public or private company financial accounting and reporting with knowledge of internal financial controls
Government and Stakeholder Relations	Experience in, or strong understanding of, public policy including community, First Nations, government or shareholder relations
Human Resources and Labour Relations	Experience managing or overseeing compensation, benefits and pension programs, executive compensation or labour relations Experience with developing or assessing succession planning, talent development and retention Experience in workplace health and safety practices and protection of the environment, including the requirement for a strong safety culture Experience with diversity, equity and inclusion and social responsibility programs
Industry Knowledge and Experience	Experience in the forest products industry or related industries including building products or home building, or with other significant manufacturing operations
Information Technology and Cyber Security	Experience with technology programs and systems, including emerging technologies, information technology systems and/or cybersecurity
International Business Experience	Experience working in an organization with global operations and a good understanding of cultural, political and regulatory requirements Understanding of macro-economic factors affecting global and domestic activities
Legal	Experience in legal and regulatory matters of a public company or large organization
Operations Management	Experience in managing or overseeing a manufacturing or operational component of a public company or large organization
Regional Business Experience	Experience working in or operating a business with operations in British Columbia and the U.S. Pacific Northwest
Sales, Marketing and Product Development	Experience in sales, marketing and product development

ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

It is the Board's expectation that each director attends each meeting of the Board and the committees of which they are a member. However, in circumstances where individual directors are unable to attend a meeting, either the Chair of the Board ("Chair"), the chair of the applicable committee or senior management will meet with the absent director at a convenient time after the meeting to brief them on the events of the meeting. The following table summarizes directors' attendance at our Board and committee meetings held in 2024:

Director [1]	Board of Directors Meetings	Audit Committee Meetings	EH&S Committee Meetings	MRCC Meetings	NCGC Meetings
Laura A. Cillis	6 of 6	4 of 4	-	-	4 of 4
Steven Hofer	6 of 6	-	-	-	-
Randy Krotowski[2]	6 of 6	4 of 4	4 of 4	3 of 3	-
Fiona Macfarlane	6 of 6	-	4 of 4	4 of 4	4 of 4
Noordin Nanji	6 of 6	-	4 of 4	-	4 of 4
Daniel Nocente	6 of 6	-	-	-	-
Peter Wijnbergen	6 of 6	4 of 4	-	4 of 4	-
John Williamson[2]	2 of 2		2 of 2	2 of 2	

(1) Director attendance is presented on the basis of Board and committee meetings that each director was eligible to attend in the year.

(2) Mr. Williamson did not stand for re-election at the May 8, 2024 annual general meeting for personal reasons. Mr. Krotowski was appointed to the MRCC in February 2024 as part of the MRCC succession planning for Mr. Williamson.

During 2024, the Board held six meetings and the Audit Committee, EH&S Committee, MRCC and NCGC each held four meetings.

In addition, there were six meetings of the independent directors, as defined under the standards established by Canadian securities regulatory authorities in National Instrument 52-110 *Audit Committees*. The independent directors meet at each Board meeting without any non-independent (as defined below under "*Statement of Corporate Governance Practices*") director or executive officer in attendance.

DIRECTOR COMPENSATION

Philosophy and Process

The NCGC is responsible for the periodic review of the level and mix of director compensation relative to the Corporation's comparator group, and for making recommendations to the Board for adjustments when necessary. These periodic reviews assist in determining whether total compensation for its directors remains within target pay range.

Our director compensation philosophy targets a competitive positioning relative to the comparator group. The comparator group is set and monitored by the NCGC and is comprised of North American companies in the paper and forest products, industrial product and material sectors.

Benchmarking and Role of Compensation Consultant

In 2024, the Corporation completed a comprehensive review of its comparator group. Given significant consolidation in the paper and forest products sector over the last several years, the Corporation uses a comparator group based on the following criteria:

- Canada and U.S. publicly traded companies within the paper and forest products, industrial products and material sectors.
- Companies that are generally comparable in size and complexity to the Corporation in terms of revenue, market capitalization and headcount.

The Corporation's comparator group is currently comprised of the following 15 companies:

Ag Growth International Inc.	ADENTRA Inc.	Rayonier Advanced Materials Inc.
Cascades Inc.	Interfor Corporation	Stella-Jones Inc.
Chemtrade Logistics Income Fund	Mercer International Inc.	Torex Gold Resources Inc.
Clearwater Paper Corporation	New Gold Inc.	Neo Performance Materials, Inc.
Dundee Precious Metals Inc.	PotlatchDeltic Corporation	Wajax Corporation

In line with the Corporation's policies for periodically completing a comprehensive review of director compensation, in 2022, the NCGC retained consultant Willis Towers Watson to review and provide expert, objective advice on the Corporation's director compensation arrangements relative to its peers. This review included an assessment of the Corporation's compensation and equity ownership guidelines applicable to non-executive directors relative to the comparator group.

The review resulted in a change in the method of payment of director and Chair base retainers in January 2023. Effective January 1, 2023, the Corporation's director base and Chair base retainers are paid 50% in cash and 50% in equity (DSUs); whereas, previously, such retainers were paid 100% in cash, subject to directors meeting equity ownership requirements. No changes were made to the equity ownership guidelines applicable to non-executive directors, which were deemed appropriate based on the comprehensive independent review.

In 2024, a further review of the adequacy of the Corporation's director's compensation in line with its comparator group was completed. As a result of such review, the Corporation's director base retainer was increased to continue to position it within the 25th percentile of the comparator group.

Directors' Fees and Retainers

The following table presents the retainers for 2025 and 2024:

Role	2025	2024
Annual Base Retainer	$180,000	$160,000
(i) Cash	$90,000	$80,000
(ii) Equity (DSUs)	$90,000	$80,000
Annual Chair Base Retainer	$90,000	$90,000
(i) Cash	$45,000	$45,000
(ii) Equity (DSUs)	$45,000	$45,000
Annual Chair Retainer – Audit Committee (Cash)	$20,000	$20,000
Annual Chair Retainer – EH&S Committee (Cash)	$15,000	$15,000
Annual Chair Retainer – NCGC (Cash)	$15,000	$15,000
Annual Chair Retainer – MRCC (Cash)	$15,000	$15,000

Directors are reimbursed for travel and other expenses incurred in attending Board or committee meetings. Directors may also receive compensation in addition to their Annual Base Retainer for their involvement on any ad hoc or special committees formed by the Corporation from time to time.

Deferred Share Unit Plan for Non-Executive Directors

The Deferred Share Unit Plan ("DSU Plan") is designed to focus directors on the long-term interests of the Corporation and growth in shareholder value. Non-executive directors may elect to take a portion of their cash retainer in the form of DSUs. For income tax purposes, this election must be made before the start of the year in which the fees are earned. The number of DSUs allotted is determined by dividing the dollar value of the portion of the fees that the director has elected to take in DSUs by the closing price of our Shares on the fifth day following the quarter end with respect to which the directors' fees are payable, and if that is not a trading day on the TSX, the next trading day. See "*Director Equity Ownership Guidelines*" for further information.

Holders of DSUs are eligible to receive additional DSUs to reflect any cash dividend declared on Shares during the term of their participation in the DSU Plan. The number of additional DSUs to be allocated is determined by dividing the aggregate dollar value of the declared dividend that would have been paid to the participants if the DSUs held on the relevant record date for dividends had been Shares, by the closing price of our Shares on the payment date of such dividend.

DSUs can only be redeemed for cash after the holder ceases to be a director of the Corporation or of a subsidiary. The value of the DSUs on redemption is based on the closing price of the Shares, on the date the notice of redemption is received from the director, or if no notice of redemption is received, on the date provided by tax legislation and regulations and if that is not a trading day on the TSX, the next trading day.

The following table provides a summary of all share-based awards outstanding as at December 31, 2024 for each non-executive director.

Director	Share-based Awards		
	Number of DSUs that have not vested	Market or payout value of DSUs that have not vested	Market or payout value of vested DSUs not paid out or distributed
Laura A. Cillis	Nil	Nil	$272,495
Randy Krotowski	Nil	Nil	$318,885
Fiona Macfarlane	Nil	Nil	$179,875
Noordin Nanji	Nil	Nil	$182,824
Daniel Nocente	Nil	Nil	$647,846
Peter Wijnbergen	Nil	Nil	$238,804

Other Equity-Based Director Compensation

In 2006, the Corporation ceased the granting of stock-options ("Options") to non-executive directors and as of December 31, 2024, no Options are held by non-executive directors.

Director Equity Ownership Guidelines

To better align director objectives with those of shareholders, the Corporation has established minimum equity ownership requirements for its Board. The Board has adopted a guideline to the effect that within five years of joining the Board, (i) each non-executive director excluding the Chair should own Shares, DSUs or share equivalents of the Corporation ("WFP Securities") with a value of at least three times the total annual base director retainer and (ii) the Chair should own WFP Securities with a value of at least three times the total of the annual base director retainer and the annual base chair retainer (the "Minimum Shareholding Requirement").

Each non-executive director is required to continue to hold such value throughout their tenure as a director. The WFP Securities held to comply with the Minimum Shareholding Requirement shall not be, during the director's tenure, the object of specific monetization procedures or other hedging procedures to reduce the exposure related to their holding.

All directors are prohibited from trading in our securities unless the transactions are executed and disclosed in compliance with the Corporation's Code of Business Conduct and Ethics, Disclosure Policy and Insider Trading Policy and all relevant securities regulations and laws. A director who violates these policies may face disciplinary action, including possible removal from the Board. The violation of these policies may also violate certain securities laws. If the Corporation discovers that a director has violated securities law the matter may be referred to the appropriate regulatory authorities, which could lead to penalties and fines.

The following table presents the actual and future securities ownership requirements for the non-executive directors as at December 31, 2024:

Director	Number of Shares Held	Number of DSUs Held	Total Securities Held	Value of Securities Held (1)	Value of Holdings Required	Date Required
Laura A. Cillis	475,000	335,559	810,559	$964,923	$540,000	Mar 1, 2024
Randy Krotowski	113,600	368,102	481,702	$501,485	$540,000	Mar 5, 2026
Fiona Macfarlane	20,000	285,893	305,893	$189,552	$540,000	Mar 1, 2027
Noordin Nanji	120,000	302,717	422,717	$278,604	$540,000	Feb 16, 2028
Daniel Nocente	281,762	674,997	956,759	$1,167,896	$810,000	Feb 16, 2028
Peter Wijnbergen	85,400	412,569	497,969	$345,127	$540,000	Feb 16, 2028

(1) Value of Securities held is calculated on the greater of the current market value and the grant or acquisition date value of eligible securities. The market value as at December 31, 2024 was $0.405 per Share or DSU held.

As of December 31, 2024, Ms. Cillis and Mr. Nocente met the Minimum Shareholding Requirement.

Director Compensation Table

The following table sets forth all compensation paid or payable to the non-executive directors with respect to the financial year ended December 31, 2024:

Director	Fees Earned (1)	Share-based Awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All Other Compensation	Total Compensation
Laura Cillis	$119,166	$84,167	Nil	Nil	Nil	Nil	$203,333
Randy Krotowski	$99,166	$84,167	Nil	Nil	Nil	Nil	$183,333
Fiona Macfarlane	$84,166	$99,167	Nil	Nil	Nil	Nil	$183,333
Noordin Nanji	$84,167	$112,353	Nil	Nil	Nil	Nil	$196,520
Daniel Nocente	$144,166	$129,167	Nil	Nil	Nil	Nil	$273,333
Peter Wijnbergen	Nil	$168,333	Nil	Nil	Nil	Nil	$168,333

(1) Fees earned includes the aggregate of all fees awarded, earned, paid, or payable in cash for services as a director, including annual retainer fees, committee, chair, and meeting fees. See "*Directors Compensation – Directors' Fees and Retainers*" for more information.

ADDITIONAL INFORMATION

Indebtedness of Directors, Executives and Officers

As at the date of this Circular, and since the beginning of our most recently completed financial year, there was no indebtedness in respect of the purchase of securities or other indebtedness owed to us or any of our subsidiaries (other than routine indebtedness) or to any other entity where the indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement provided by us or any of our subsidiaries, by any individual who is or was since the beginning of the recently completed financial year end a present or former executive officer, director or employee of the Corporation, a proposed nominee for election as a director of the Corporation or an associate of any of the foregoing.

Directors' and Officers' Liability Insurance

Western has entered into indemnification agreements with certain directors and officers of the Corporation and its subsidiaries. There was no indemnification payable during the most recent financial year under such indemnification agreements.

Western maintains liability insurance for its and its subsidiaries' directors and officers. Under this insurance coverage, the Corporation is reimbursed for indemnity payments made to directors or officers as required or permitted by law or under provisions of its bylaws. Such payments could be made to directors or officers to indemnify for losses, including legal costs, arising from acts, errors or omissions committed by directors and officers during the course of their duties as such. The insurance coverage for directors and officers has certain exclusions including, but not limited to, those acts determined to be deliberately fraudulent or dishonest or to have resulted in personal profit or advantage.

Interest of Certain Persons in Matters to Be Acted Upon

Other than as set forth in this Circular, none of our directors or executive officers, nor any person who has held such a position since the beginning of our last completed financial year, nor any of our proposed nominees for election as a director of the Board, nor any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting or any adjournment or postponement thereof (excluding the election of directors and the appointment of auditors).

Interest of Informed Persons in Material Transactions

No informed person of the Corporation, or any of our proposed nominees for election as a director of the Board, or any associate or affiliate of any of the foregoing, have a material interest, direct or indirect, in any transaction which has been entered into since the commencement of our most recently completed financial year or in any proposed transaction which, in either case, has materially affected or will materially affect us or any of our subsidiaries.

Communications and Engagement

The Board and Corporation believe in the importance of having regular and constructive communication with shareholders and other stakeholders. We believe that providing open and timely communication and maintaining an active dialogue is important to our commitment to deliver sustainable, long-term value to our shareholders.

Western communicates with its shareholders and other stakeholders through various channels, including our annual report, management information circular, annual information form, quarterly reports, sustainability reports, news releases, website and presentations at investor and industry conferences.

Stakeholder feedback is regularly reviewed and considered by the Corporation and Board and is reflected in adjustments and enhancements to our policies and practices. We remain committed to investing time with our stakeholders to maintain transparency and to better understand their views on key issues.

Shareholders may provide feedback to the Chair of the Board, care of our Corporate Secretary, at the address set out below.

Western Forest Products Inc.
800 – 1055 West Georgia St.
Royal Centre Building PO Box 11122
Vancouver, BC V6E 3P3
Attention: Alyce Harper, Senior Vice President, General Counsel & Corporate Secretary
Email: corporatesecretary@westernforest.com

CORPORATE GOVERNANCE INITIATIVES

Below is a summary of key actions the NCGC, MRCC and the Board have taken over the last several years to address feedback received through engagement with shareholders and to enhance Western's corporate governance to meet evolving best practices in Canada:

Initiative	Status
Independence of the Board and Committees	Five of the six independent directors were appointed since 2019. In February 2023, Mr. Nocente, an independent director, was appointed Chair of the Board. All Committees are composed of independent directors. In addition, the independent members of the Board meet on a regular basis without management present.
Diversity, Equity and Inclusion	The Corporation has a formal diversity, equity and inclusion policy for the Board and its executives and a separate company wide diversity, equity and inclusion policy, demonstrating our ongoing commitment to investing in the inclusion and development of leaders with diversity of thought at all levels of the Corporation. The Corporation has an Indigenous Relationships Policy to continue to support its relationships with Indigenous communities and employment of Indigenous peoples.
Sustainability Commitment and Reporting	Sustainability is an important topic for Western and is reflected in our vision for a sustainable future, built with renewable products. The Corporation organizes its sustainability activities using a framework that focuses on environmental stewardship, social responsibility and corporate governance. This framework is integrated into the Corporation's values, overall business strategy and goals. The Audit Committee and NCGC provide oversight and direction on our sustainability strategy and annually review and report to the Board on the Corporation's performance and progress. Western strives to keep its stakeholders reasonably informed of its sustainability performance and progress, including through our Sustainability Report. The most current version of these reports can be found on our website at www.westernforest.com.
Director Compensation Benchmarking	In 2022, Willis Towers Watson was engaged to provide a comprehensive review of director compensation and provide expert, objective advice on the Corporation's director compensation arrangements relative to its peers. Director compensation is also reviewed annually by the NCGC. Total director compensation and Chair compensation continue to be positioned within the 25th percentile of the comparator group.
Board Renewal	The NCGC annually reviews the composition of the Board, assesses Board performance and the contributions of individual directors and reviews the long-term plan for the composition of the Board based on the strategic direction of the Corporation. Through these reviews, the Board strives to maintain a balance between the benefits of in-depth institutional knowledge held by tenured directors, and the need for renewal. Five of six independent directors have joined the Board since 2019. The average tenure of the directors standing for re-election at the Meeting is 4.4 years.
Board Evaluation Policy	The Board follows a formalized annual director assessment consistent with its written Board evaluation policy, which includes the requirement for a third party, independent Board assessment every three years, at a minimum. The last third party, independent assessment of the Board was completed in 2023.
Equity Ownership Guidelines	To better align director objectives with the long-term interests of the Corporation, the Corporation requires all non-executive directors to hold a specified equity ownership value throughout their tenure. In addition, we require certain of our executive officers,

Initiative	Status
	including NEOs, to hold a specified equity ownership level within a specified time frame.
Director Over-boarding Policy	Evaluation metrics for potential director candidates includes an assessment of their time available to effectively represent shareholders' interests, consistent with the Corporation's policy limiting the number of public company directorships that may be held by each director.
Advisory Vote on Executive Compensation: 'Say on Pay'	The Corporation holds an advisory vote on the approach to executive compensation at every annual general meeting. The purpose of this 'Say on Pay' advisory vote is to provide shareholders with the opportunity to indicate their acceptance of the Board's overall approach to executive compensation.
Majority Voting Policy	The Corporation has a Majority Voting Policy which provides that a director nominee who does not receive a greater number of votes "for" than the aggregate number of votes "against" and "withheld" at an uncontested meeting of shareholders will not be elected to the Board and will immediately tender their resignation to the Board, except for in the limited circumstances set forth in the Majority Voting Policy.
Code of Business Conduct and Ethics	The Corporation's directors, officers and employees must comply with our Code of Business Conduct and Ethics and our Anti-Bribery and Anti-Corruption Policy, which prescribe minimum moral and ethical standards. All directors, officers and employees acknowledge on an annual basis that they agree to adhere to the Code of Business Conduct and Ethics.
Prohibiting Option Repricing	The Corporation has never repriced its outstanding Options and the Option Plan explicitly prohibits the repricing of Options.
Quorum Minimum Representation	The Corporation's minimum quorum at shareholder meetings is two persons holding, or representing by proxy, at least 25% of the issued voting shares of the Corporation.
Advance Notice By-law	In November 2020, the Corporation adopted an advance notice by-law which creates procedures for giving advance notice to the Board in circumstances where nominations of persons for election as directors of the Corporation are made by shareholders.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board is committed to effective and sound corporate governance practices designed to promote the well-being and ongoing development of the Corporation, having always as its ultimate objective our best long-term interests and the enhancement of value for all shareholders. This benefits the Corporation's employees and the communities in which we operate.

Our comprehensive corporate governance policies and practices are consistent with Canadian governance rules, regulations and policies, including the corporate governance guidelines outlined in National Policy 58-201 *Corporate Governance Guidelines*.

MANDATE OF THE BOARD OF DIRECTORS

The Board is responsible for the overall stewardship of the Corporation and oversees the management of our affairs directly and through the Board committees described below. In doing so, the Board acts at all times with a view to the best interests of Western, its shareholders and its other stakeholders. The responsibilities of the Board and each committee of the Board are set out in written charters. A copy of the Board's charter is attached as Appendix A to the Circular.

In fulfilling its mandate, the Board is responsible, among other matters, for the following: reviewing our overall long-term business strategies and the Corporation's annual business plan; reviewing our principal business risks to assess whether these risks are within acceptable limits and the appropriate systems are in place to manage these risks; reviewing major strategic initiatives to determine whether our proposed actions accord with long-term shareholder objectives; appointing the CEO, the Chief Financial Officer, the Chief Operating Officer, executive vice presidents, senior vice presidents and any other executive officers (as defined by applicable securities laws) (the "Executive Officers") and reviewing succession planning; assessing Executive Officers' performance against approved business plans; reviewing and approving the Executive Officers' compensation in light of performance with respect to the corporate goals and objectives, reviewing and approving the reports issued to shareholders, including annual and interim financial statements; promoting the effectiveness of the Board; and safeguarding the shareholders' interests.

The Board is responsible for understanding the material risks of our business and the relevant mitigation strategies, and for taking reasonable steps to ensure that management has an effective risk management structure in place relative to its risk profile so we can achieve our strategy and objectives. The Board, in conjunction with each of its committees, oversees our enterprise risk management ("ERM") program. As part of ERM, senior management seek to identify and manage all material risks facing the business. For a discussion of significant risks faced by the Corporation please see "*Risks and Uncertainties"* in our Management Discussion and Analysis for the year ended December 31, 2024.

MEETINGS OF THE BOARD

The Board meets at least once each quarter, with additional meetings held when appropriate. During 2024, there were four regularly scheduled meetings, an annual operating planning session and an annual strategic planning session. Four regular meetings and an annual strategic planning session are scheduled for 2025. Meeting frequency and agenda items may change depending on the opportunities or risks faced by the Corporation. The agenda for regularly scheduled Board meetings is prepared by the Chair.

SIZE, COMPOSITION AND INDEPENDENCE OF THE BOARD

The Board currently consists of seven directors, all of whom will be standing for re-election at the Meeting. This is within the minimum and maximum range set out in the Corporation's articles and is an appropriate size to meet the current requirements and strategic objectives of the Corporation. As of March 28, 2025, the majority of the director nominees are independent within the meaning of NI 58-101, being Ms. Cillis, Mr. Krotowski, Ms. Macfarlane, Mr. Nanji, Mr. Nocente and Mr. Wijnbergen.

Meetings of the Independent Directors

The independent directors hold an in-camera session, without management and non-independent Board members in attendance, every Board meeting. The Chair (who is an independent director) of the Board presides at each of these sessions. If the Chair is not considered to be independent then, in accordance with the Mandate of the Board of Directors, the Board must appoint an independent lead director to lead regular meetings of the independent directors. The independent Board members met separately six times during 2024. It is the policy of the Board that all Board meetings include an in-camera session without the presence of management and non-independent directors. In the case of the Audit Committee, each meeting includes a session with only the Corporation's director of internal audit and the committee members, and a session with only the external auditors and the committee members. In the case of the other committees, each meeting includes a session without the presence of management.

The Board has reviewed the relationships between each of its director nominees and the Corporation and has determined that all directors, with the exception of Mr. Hofer, are considered independent. In reaching this conclusion, the Board considers that Mr. Hofer is not independent due to his position as President & CEO of the Corporation.

Name	Status of Director Nominee		Reason for Non-Independent Status
	Independent	Not Independent	
Laura A. Cillis	✓		
Steven Hofer		✓	President and CEO
Randy Krotowski	✓		
Fiona Macfarlane	✓		
Noordin Nanji	✓		
Daniel Nocente	✓		
Peter Wijnbergen	✓		

COMMITTEES OF THE BOARD

Board committees assist in the effective functioning of the Board. All Board standing committees are comprised of independent directors, which ensures that the views of independent directors are effectively represented. No executives of the Corporation are members of any of the Board standing committees. The Board currently has four Board standing committees, the membership of which is summarized below, as at the date hereof:

Director	Audit Committee	EH&S Committee	MRCC	NCGC
Laura A. Cillis	Chair	-		✓
Steven Hofer	-	-	-	-
Randy Krotowski	✓	Chair	✓	-
Fiona Macfarlane	-	✓	Chair	✓
Noordin Nanji	-	✓	-	Chair
Daniel Nocente	-	-	-	-
Peter Wijnbergen	✓	-	✓	-

The roles and responsibilities of each committee chair are delineated in the committee charters, which are available on the Corporation's website at www.westernforest.com.

In addition to these standing committees, ad hoc and special committees may be formed from time to time as required to review particular matters or evaluate situations arising during the course of the Corporation's business.

Audit Committee

Members	Laura A. Cillis (Chair); Randy Krotowski; Peter Wijnbergen
Meetings in 2024	Four regularly scheduled meetings. All meetings included in-camera sessions without management present. The committee also met independently with the Corporation's external auditor and the Corporation's director of internal audit at every regularly scheduled meeting.
Independence, Financially Literate and Financial Expert	Three members, 100% independent and financially literate under the requirements of National Instrument 52-110 - Audit Committees and 33.33% designated as audit financial expert in accordance with Glass Lewis benchmark policy guidelines.

The Audit Committee assists the Board in meeting its fiduciary responsibilities relating to corporate accounting and reporting practices. The Audit Committee is responsible for reviewing our quarterly and annual financial statements and management's discussion and analysis prior to their approval by the Board and release to the public. The Audit Committee is also responsible for appointing our external auditors, subject to the approval of the Board and shareholders, and for pre-approving the fees associated with any non-audit work to be performed by the external auditors. Each regularly scheduled meeting of the Audit Committee includes a session with only the Corporation's director of internal audit and the committee members, and a session with only the external auditors and the committee members.

The Audit Committee is responsible for monitoring the Corporation's policies and procedures in relation to information management, electronic data control and cyber security and artificial intelligence. Executive Officers and salaried employees of the Corporation receive regular information security awareness training. At each quarterly meeting of the Audit Committee, management reports on the Corporation's information technology systems and information security matters. The Audit Committee reviews and makes recommendations to the Board regarding our information management systems and security policies, standards, procedures, practices, programs and training in light of our information security risks. The Corporation maintains an information security risk insurance policy and there have been no material information security breaches in the last three years. The Audit Committee also has oversight of the Corporation's artificial intelligence risks and is responsible for considering and making recommendations to the Board regarding policies, standards, procedures, practices, and training to manage such risks.

The Audit Committee is responsible for overseeing the Corporation's reporting standards in relation to Environmental, Social and Governance ("ESG"), including sustainability. Management reports on the Corporation's ESG and sustainability matters regularly to the Audit Committee. The Audit Committee reviews and makes recommendations to the Board on the Corporation's Sustainability Report and reviews and assesses the Corporation's communications in respect to policies and practices in the area of ESG and sustainability.

The Audit Committee reviews its charter on a regular basis and ensures it is up-to-date in light of changes to legislation governing audit committees and best practices. The Board considers all three members of the Audit Committee to be independent and financially literate under the standards established by Canadian securities regulatory authorities in National Instrument 52-110 *Audit Committees*. All members of the Audit Committee have served as Audit Committee Chairs of other reporting issuers or have held multiple positions requiring a high degree of financial acumen. Additional information on the Audit Committee, including the Audit Committee's charter can be found in our Annual Information Form, under the heading "Audit Committee", which is posted on our website at www.westernforest.com or can be found on SEDAR+ at www.sedarplus.ca.

Environmental, Health and Safety Committee

Members	Randy Krotowski (Chair); Fiona Macfarlane; Noordin Nanji
Meetings in 2024	Four regularly scheduled meetings. All meetings included in-camera sessions with select members of management present at the Chair's request.
Independence	Four members, 100% independent.

The mandate of the EH&S Committee is to assist the Board in carrying out its responsibilities with respect to environmental, health and safety issues including the Corporation's commitment to a safe and healthful workplace and our compliance with safety and environmental legislation. The EH&S Committee reviews and makes recommendations to the Board regarding our environmental, health and safety policies, standards, procedures, practices, programs and training in light of our environmental, health and safety risks. In addition, the EH&S Committee reviews the Corporation's disclosure of its environmental, health and safety risks and policies. All members of this committee are independent and hold relevant experience applicable to the committee's work. The EH&S Committee reviews its charter on a regular basis, a copy of which can be found on our website at www.westernforest.com.

Management Resources and Compensation Committee

Members	Fiona MacFarlane (Chair); Randy Krotowski; Peter Wijnbergen
Meetings in 2024	Four regularly scheduled meetings. All meetings included in-camera sessions with select members of management present at the Chair's request.
Independence	Four members, 100% independent.

The MRCC assists the Board with respect to Executive Officer appointments, compensation and succession planning and our compensation plans and policies, including our incentive, equity-based and pension plans. In particular, the MRCC: recommends to the Board persons to be appointed as our Executive Officers; assesses the performance of the CEO against agreed-upon targets and recommends his compensation to the Board; reviews the Executive Officers succession planning; approves the compensation levels for Executive Officers; reviews overall compensation plans for Executive Officers and recommends changes thereto to the Board; reviews the labour relations environment; and oversees the funding, investment management and administration of our employee retirement plans, as delegated to our Pension Advisory Committee and 401k Committee, which are not Board committees. All members of the committee are independent and hold relevant experience applicable to the committee's work. The MRCC reviews its charter on a regular basis, a copy of which can be found on our website at www.westernforest.com.

Nominating and Corporate Governance Committee

Members	Noordin Nanji (Chair); Laura A. Cillis; Fiona Macfarlane
Meetings in 2024	Four regularly scheduled meetings. All meetings had the opportunity for in-camera sessions without management present.
Independence	Four members, 100% independent.

The NCGC is responsible for assisting the Board in the development and monitoring of our corporate governance practices. Its duties include the identification and recommendation of potential nominees or appointees to the Board, the assessment of the effectiveness of the Board, its size and composition, its structure and the individual performance of its directors, and overseeing an orientation and continuing education program for new and current directors. The NCGC also monitors the development of ESG best practices and emerging ESG topics and trends, and reports and makes recommendations to the Board on ESG topics that may affect the business, operations, performance or public image of the Corporation. The NCGC has responsibility for the review of our Diversity, Equity and Inclusion Policy, Insider Trading Policy and Code of Business Conduct and Ethics. All members of this committee are independent. The NCGC reviews its charter on a regular basis, a copy of which can be found on our website at www.westernforest.com.

DIRECTOR OVER-BOARDING

The following directors serve as directors on boards of other reporting issuers in Canada or a foreign jurisdiction as set out below:

Director	Reporting Issuer
Laura A. Cillis	Mattr Corp.

To ensure our Board remains strongly independent and that all directors are able to properly discharge their duties to act effectively and in the best interests of the Corporation, the Board actively reviews the number of outside boards on which any one director sits. Specifically, the Board has determined that:

- Maximum directorships: directors are limited in the number of boards of directors on which they serve to no more than four public company boards, including the Corporation.

- Maximum directorships for the CEO: the CEO is limited in the number of boards of directors on which they serve to no more than two public company boards, including the Corporation.

All the proposed nominees, who are the current directors, meet the foregoing guidelines. The Board is fully satisfied that each director has sufficient time, attention and ability to devote the resources required to be a high-performing contributor to the Board. Each director has demonstrated the necessary commitment to do so as is evidenced by the attendance record.

As at the date hereof, no members of the Board serve together on the board of any other public company.

BOARD RENEWAL AND DIRECTOR TERM LIMITS

The average tenure of the directors standing for re-election at the Meeting is 4.4 years. The term of each director expires at the end of each annual meeting of shareholders, or when their successor is elected or appointed to the Board. The Corporation does not otherwise have an established term limit for its directors or a retirement policy. The Board, including in particular the NCGC, considers the criteria and process discussed under “Board Evaluation” an effective means to assess board renewal in place of term requirements.

The Board strives to maintain a balance between the benefits of in-depth institutional knowledge held by tenured directors, and the need for renewal. As part of the Board renewal process, the Corporation is committed to ensuring that new Board members are exposed to the industry and Corporation specific knowledge of long tenured directors.

BOARD SUCCESSION AND NOMINATION OF DIRECTORS

In conjunction with the Board Evaluation process, the NCGC, composed of entirely independent directors, annually reviews the composition of the Board, assesses Board performance and the contributions of individual directors and, if appropriate, identifies new candidates and makes recommendations to the Board for nominees for election as directors. The NCGC reviews the long-term plan for the Board, taking into consideration the strengths, skills and experience on the Board, the strategic direction of the Corporation and the Corporation’s Diversity, Equity and Inclusion Policy. The plan includes the desired qualifications, demographics, skill and experience of potential directors and the appropriate rotation of directors on Board committees. The NCGC is also responsible for succession planning for the Board and will consider the competencies, skills and diversity of the Board as a whole; the desired competencies and skills of the Board; the competencies and skills of each existing director; and the competencies and skills of each new nominee.

As part of its ongoing Board succession planning, the NCGC expects to continue to prioritize diversity and operations management and forest products industry knowledge and experience in its director recruitment.

DIVERSITY

Western believes that considering a diverse range of skills and backgrounds creates a strong team and helps the Corporation to better understand opportunities, issues and risks and enable stronger decision-making. We promote inclusion, equity and diversity and are committed to building a workplace and culture that promotes equal opportunity and prohibits discrimination based on gender, gender identity, gender expression, race, religion, ethnicity, national or social origin, political opinion or sexual orientation.

The Corporation has a Diversity, Equity and Inclusion Policy ("DE&I Policy"), which includes the following commitments:

- When recruiting executives and identifying suitable candidates for appointment or re-election to the Board, the Corporation and Board will consider candidates using objective criteria with due regard to the benefits of diversity and the needs of the Corporation.
- The Corporation and the Board will seek to extend its recruitment efforts beyond the network of existing Board members or executive management and to include the identification of candidates who are members of the designated groups.
- That any search firm engaged to help identify candidates for appointment to the Board or as an executive will be directed to include candidates who are members of the designated groups.

The NCGC and Board take into account the representation of identifiable minorities, including women, aboriginal peoples, persons with disabilities or members of visible minorities (collectively, the "designated groups") and diverse personal characteristics in the context of a broad variety of other factors it considers appropriate, including skills, experience, knowledge, independence, financial acumen and board dynamics. A similar approach is used when identifying Executive Officer candidates, where the Corporation will look at a broad variety of factors that are selected in light of the applicable role and in consideration of whether the executive team is comprised of individuals with sufficiently diverse backgrounds and a broad range of perspectives. The Corporation believes in promoting diversity through careful consideration of the knowledge, experience, skills and backgrounds of each individual candidate in light of the Corporation's needs. Accordingly, the Corporation includes diverse candidates in our director recruitment process, but has not adopted specific diversity targets.

Based on self-identification, designated groups are currently represented as follows amongst the Board and Executive Officers:

	Board of Directors		Executive Officers	
	Number	%	Number	%
Women	2	28.6%	2	22.2%
Aboriginal Peoples	-	-	-	-
Peoples with Disabilities	-	-	-	-
Members of Visible Minorities	1	14.3%	2	22.2%

The DE&I Policy also requires the NCGC to review and monitor the implementation of the policy on an annual basis to ensure its effectiveness and report the results of its review to the Board. The NCGC and the Board measure the effectiveness of the DE&I Policy by providing for an annual review and discussion on the level of representation of designated groups on the Board and in Executive Officer positions as well as a review of any diversity initiatives established by the Board and progress in achieving them. A copy of the DE&I Policy is available on the Corporation's website at www.westernforest.com.

The charters of the NCGC and MRCC also support the Corporation's goal of promoting inclusion and diversity. The NCGC charter provides for the NCGC to review and make recommendations to the Board on the composition of the Board in order to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. Similarly, the MRCC charter requires that the MRCC consider, when reviewing and approving Executive Officer appointments, the diversity of the senior leadership team, including the representation of women in management and the identification of candidates with sufficiently diverse and independent backgrounds.

In addition to the Board and senior leadership team, the Corporation promotes inclusion, equity and diversity at all levels of the Corporation, including through its Human Rights Policy, a company wide Diversity, Equity and Inclusion Policy and an Indigenous Relationships Policy.

Furthermore, through the adoption of other corporate policies, such as the Pregnancy and Parental Leave Top-up Policy, the Corporation seeks to retain women in its workforce in support of developing women leaders for Executive Officer roles.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board has established an orientation and continuing education program for directors to ensure they are equipped to fulfill their roles. New directors are provided with comprehensive information about the Corporation on their appointment that includes corporate policies, past Board materials and strategic and operating plans. Shortly after becoming a director, new directors tour our operations and spend time with senior management for briefings on our strategic plan, major risks and other key business matters.

Informative updates by appropriate senior management and consultants on our business, operations and products are regularly scheduled for presentation to directors to help them understand our business environment, strategies and operations. In addition, all directors have the opportunity to meet with management to obtain further insight into the operations and our business. Directors also receive and review materials on industry trends and regulatory updates from management and other sources on a regular basis. Periodically, directors are invited to visit our operations at various locations to tour the facilities and to meet with employees and local officials.

In addition, directors are free to consult with members of management whenever they so require, and to engage outside advisors at the expense of the Corporation subject to approval of the Chair or a majority of the independent Board members. Directors may participate in outside professional development programs approved by the Chair at the expense of the Corporation. Each committee is also authorized to engage outside advisers at the Corporation's expense.

BOARD ASSESSMENTS AND EVALUATION

The Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. The assessment considers: (a) compliance with the Board's mandate; (b) the charter of each committee of the Board; and (c) the competencies and skills that the individual director brings to the Board.

Under the Corporation's Board Evaluation Policy, the Board has a process to annually assess its effectiveness, the effectiveness of its committees, the Chair, the committee chairs and individual directors. This review process relates directly to the description of the duties and responsibilities of the Board and to the mandate of its committees.

This process is under the supervision of the NCGC and the Chair and is comprised of the following steps:

- The questionnaires are prepared by the Corporate Secretary and approved by both the NCGC and the Chair, taking into account current issues, the findings of previous years and input from the Board.

- Each questionnaire is then sent to every director and a complete set of the responses is forwarded to the Chair, except for the responses to the evaluation questionnaire relating to the Chair, which are forwarded directly to the chair of the NCGC.

- Following receipt of the completed questionnaires, the Chair contacts every director and conducts confidential one-on-one meetings. The purpose of these meetings is to discuss the answers received from and in respect of each director, to take into account any comments which the director may have and to review the self-evaluation of each director. The NCGC chair also discusses individually with each director their responses and comments on the Chair evaluation questionnaire.

- Reports are then made by the Chair, and the NCGC chair to the Board, with suggestions to improve the effectiveness of the Board, Board committees, the Chair and committee chairs, and separately to individual directors in respect of their personal performance and peer feedback.

- The Chair and committee chairs take into consideration the overall results and suggestions derived from the annual Board performance assessment in order to improve the functioning and activities of the Board and Board committees.

The Corporation's Board Evaluation Policy prescribes that every three years the annual Board evaluation process is supplemented by a third party, independent board evaluation specialist assessment. The last third party, independent assessment of the Board was completed in 2023.

BOARD AND MANAGEMENT RESPONSIBILITIES

The Board has developed written position descriptions for the Chair and the chair of each committee. In addition, the Board and the CEO have developed a written position description for the CEO. The duties and responsibilities of the Chair, each committee chair and the CEO are available on our website at www.westernforest.com/investors/governance. Our Board has also developed and approved the corporate goals and objectives that the CEO is responsible for meeting.

The Chair is generally responsible for managing the affairs of the Board and ensures that the functions identified in its mandate are being carried out effectively. In addition, the Chair is responsible for:

- Providing effective leadership so that the Board can function independent of management.

- Establishing procedures to govern the Board's work including scheduling meetings, encouraging full participation, preparing the agenda for each Board meeting in consultation with other Board members and Executive Officers and requiring that proper and timely information is delivered to the Board.

- Acting as a liaison between the Board and management.

- Presiding over all meetings of the Board and ensuring that there is adequate time for discussion of relevant issues and for members of the Board to meet without the presence of management.

- Ensuring that the appropriate committee structure is in place and assisting the NCGC in recommending appointments to such committees.

- Together with the NCGC, leading the annual review of directors, Board committees and Board performance and making recommendations for changes when appropriate.

- Together with the MRCC, establishing performance criteria for the CEO to facilitate evaluation of the CEO's performance.

- Working with the CEO to engage external stakeholders, including shareholders.

- Monitoring progress on corporate governance, corporate performance and to represent the Corporation to external stakeholders.

The CEO provides leadership for the Corporation and is generally responsible for managing the operation, organization and administration of the Corporation, subject to approved policies and direction by the Board. The responsibilities of the CEO include: providing vision and leadership for the Corporation; presenting a strategic plan together with the business and financial plans for the Corporation to the Board for approval; managing the business operations in accordance with the Corporation's strategic and operational policies as approved by the Board; presenting to the Board for annual approval an assessment of the Corporation's management resources together with recommendations on appropriate rewards and incentives; developing and implementing the systems and processes to support the policies established by the Board and reporting non-compliance to the Board on a timely basis; and fostering a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility.

Management's Relationship to the Board

The primary responsibility of management is to safeguard Western's assets and to create value for its shareholders. In the event that management's performance is found to be inadequate, the Board has the responsibility to bring about change to enable the Corporation to perform satisfactorily.

Our Executive Officers are accountable to the Board. At its meetings, the Board regularly engages in a private session with the CEO without other members of management present. The Board also meets independently of management at every meeting and from time to time as they see necessary.

Management Accountability

The Board believes in the importance of developing strategic and operating plans to ensure the compatibility of shareholder, Board and management views on direction and performance targets, and the effective utilization of shareholder capital. Each year, the Board reviews the strategic initiatives and annual financial and capital expenditure plan submitted by senior management. The Board's approval of the annual plan provides a mandate for senior management to conduct our affairs within the terms of the plan, knowing it has the support of the Board. Material deviations from the plan are reported to and considered by the Board.

Board and Committee Information

The information provided by our management to the Board is critical to the Board's effectiveness. In addition to reports presented to the Board and its committees at regular meetings, the Board is also informed on a timely basis by management of corporate developments and key decisions taken by management in pursuing Western's strategic plan and objectives. The Board periodically assesses the quality, completeness and timeliness of information provided by management to the Board.

CODE OF BUSINESS CONDUCT AND ETHICS

The Corporation's Code of Business Conduct and Ethics (the "Code") prescribes the minimum moral and ethical standards of conduct required of all directors, officers and employees of the Corporation and its subsidiaries.

The Code address the following matters:

(a) conflicts of interest;

(b) protection and proper use of corporate assets and opportunities;

(c) confidentiality of corporate information;

(d) fair dealing with our security holders, customers, suppliers, competitors and employees;

(e) compliance with laws, rules and regulations; and

(f) reporting of any illegal or unethical behaviour.

A copy of the Code can be found on our website at www.westernforest.com or can be found on SEDAR+ at www.sedarplus.ca.

We provide training on a regular basis to directors, Executive Officers and salaried employees. Furthermore, on an annual basis, directors, Executive Officers and salaried employees are required to sign an acknowledgment that they have received, read and understand the contents of the Code and agree to adhere to its principles. All violations of law or of the Code must be reported. As part of the Code, we have implemented a Compliance and Code of Conduct Hotline, allowing directors, officers, employees, customers and suppliers to report, in confidence, a violation of law, the Code, or any other ethical concerns through an independent third-party ethics reporting system, called “Ethics Point”.

The NCGC oversees compliance with the Code and, where appropriate, the Audit Committee will cause an investigation of any reported violation of the Code and oversee an appropriate response to any violation. Any exemptions to the Code require a written waiver approved in advance by the Human Resources department. Waivers for directors or officers must be approved in advance by the Board and may be disclosed publicly if required by securities legislation.

Certain directors are directors or officers of other corporations and, to the extent that such other corporations may participate in transactions or other ventures in which we may participate, the directors may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Board requires that directors provide disclosure to it of all boards and committees that they are members of, and all offices held at, other issuers. Western also requires any director conflicts of interest to be disclosed to and reported to the NCGC. In the event that a conflict of interest arises, a director who has such a conflict is required under the *Canada Business Corporations Act* to disclose the conflict and (except in limited circumstances permitted by the *Canada Business Corporations Act*) to abstain from voting for or against the approval of the matter. In addition, in considering transactions and agreements in respect of which a director has a material interest, the Board will require that the interested person absent themselves from portions of Board or committee meetings so as to allow independent discussion of points in issue and the exercise of independent judgment. In appropriate cases, we may also establish a special committee of independent directors to review a matter in respect of which directors or management may have a conflict.

DISCLOSURE POLICY

The Corporation has a Disclosure Policy that sets the policies and practices regarding disclosure of material information to the public, investors, analysts and the media. The purpose of this policy is to ensure that our communication with the investment community is timely, consistent and in compliance with all applicable securities legislation. The Disclosure Policy is reviewed annually by the Corporation's Disclosure Committee, which is a management committee that reports quarterly to the Audit Committee on its activities.

We endeavour to keep our shareholders informed of our progress through a comprehensive annual report, quarterly interim reports, earnings conference calls with research analysts and periodic press releases. The Corporation also maintains a website that provides summary information on Western and access to its published reports, press releases, statutory filings and supplementary information provided to analysts and investors. Shareholders who wish to contact the Chair or other Board members can do so directly or through the Corporate Secretary.

We maintain an investor relations program to respond to inquiries in a timely manner. Management meets on a regular basis with investment research analysts to ensure that accurate information is available to investors on our financial results. We also endeavour to ensure that the media are kept informed of developments as they occur and have an opportunity to meet and discuss these developments with our designated spokespersons.

EXECUTIVE COMPENSATION

COMPOSITION AND MANDATE OF THE MANAGEMENT RESOURCES AND COMPENSATION COMMITTEE

In accordance with its terms of reference, all members of the MRCC are independent directors under the standards established by Canadian securities regulatory authorities in National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”).

Our executive compensation program is administered by the MRCC. As part of its mandate, the MRCC, composed entirely of independent directors, makes recommendations to the Board with respect to the compensation of the CEO and reviews and approves the compensation of Executive Officers, including the Chief Financial Officer and the next three most highly compensated Executive Officers included in the Summary Compensation Table on page 56 (collectively, the “Named Executive Officers” or “NEOs”). The MRCC is also responsible for reviewing the design and general competitiveness of our compensation and benefit programs and recommending any changes to the Board.

As at the date of this Circular, the MRCC is comprised of Ms. Macfarlane (Chair), Mr. Krotowski, and Mr. Wijnbergen. Each of these individuals have held senior executive roles that have included involvement in human resource and executive compensation practices and policies. None of the members of the MRCC are an officer, employee or former officer of the Corporation or are eligible to participate in our executive compensation programs. The MRCC members have diverse professional backgrounds as discussed in their respective biographies beginning at page 17.

The MRCC, in accordance with its terms of reference, meets as required to monitor and review management compensation and incentive plan policies, Executive Officer appointment, succession planning and compensation, and other management resource related policies such as the ‘Say on Pay’ advisory vote, diversity, equity and inclusion within management and the Board and disclosure regarding the Corporation’s executive compensation. In addition, the MRCC oversees the funding, investment management and administration of our employee retirement plans. The MRCC had four regularly scheduled meetings during 2024, along with other working group sessions with the Board as part of executive compensation, retention and succession planning discussions.

Our CEO is not a member of the MRCC but does make recommendations to the MRCC with respect to the Corporation’s compensation policies and regarding compensation paid to other executives.

ADVISORY VOTE ON EXECUTIVE COMPENSATION: “SAY ON PAY”

The Board has implemented a non-binding annual advisory vote on executive compensation for the Meeting.

The purpose of the ‘Say on Pay’ advisory vote is to provide appropriate director accountability to the shareholders of the Corporation for the Board’s compensation decisions by giving shareholders a formal opportunity to provide their views on the disclosed objectives of the executive compensation plans, and on the plans themselves, for the past, current and future fiscal years. At the 2024 annual general meeting, the Corporation’s approach to executive compensation was approved with 95.14% of the Shares voted in support of the advisory resolution.

While shareholders will provide their collective advisory vote, the Board remains fully responsible for compensation decisions and is not relieved of these responsibilities by a positive advisory vote by shareholders.

The MRCC and Board have thoroughly assessed executive compensation as part of their commitments to shareholders, and the Board expects that shareholders will perform reasonable due diligence prior to exercising their votes. The nature and extent of the Corporation’s compensation philosophy are disclosed in this Circular. The Corporation's approach to executive compensation, and its corporate governance policies, reflect a commitment to best practices.

COMPENSATION DISCUSSION AND ANALYSIS

The objective of the Corporation's compensation philosophy is to attract, develop, motivate and retain high performing individuals who are capable of delivering our strategy, while emphasizing variable pay that aligns with shareholders' interests and the achievement of the Corporation's strategic objectives. In support of this objective, the Corporation strives to provide total compensation (including salary, short- and long-term incentives and benefit programs) for Executive Officers that is market competitive (benchmarked against the general market and targeted within the 25th to 50th percentile of the Corporation's comparator group), whilst also taking into account the relative complexity and unique characteristics of the Corporation, including continued forestry policy changes that have challenged investment in British Columbia and the high cost of living, including real estate prices, in the areas where the Corporation operates.

Over the years, the Corporation has implemented different programs and policies to support this objective and target, including:

- Undertaking regular comprehensive reviews of the Corporation's compensation plans and recruitment and retention strategies, with the last such review being undertaken in 2024 with the assistance of consultant Willis Towers Watson;

- Introducing a performance share unit ("PSU") program and restricted share unit ("RSU") program to the Long-Term Incentive ("LTI") Plan while reducing the granting of Options to executives and incrementally broadening the LTI Plan to certain non-executive employees, to provide further alignment of long-term compensation to the performance of the Corporation's share price;

- Introducing equity ownership guidelines, an anti-hedging policy and a clawback policy to bring the Corporation's compensation governance more in line with the practices of leading Canadian companies;

- Establishing a supplemental retirement program to more closely align with the retirement programs available among the comparator group;

- Adjusting the Corporation's defined contribution pension plan ("DC Plan") for market competitiveness, retention and attraction purposes (see *"Pension Plan Benefits"*);

- Commencing a regular employee engagement survey, the results of which are expected to drive continuous improvement and enhancements to our workplace and employee experience;

- Providing President's Awards and Special Recognition awards to employees who have made outstanding contributions to the Corporation that result in advancement of the Corporation's strategic objectives; and

- Granting additional RSUs and awards to certain key employees of the Corporation for retention and market competitiveness purposes.

Competitive Market Assessments

The MRCC regularly reviews market compensation levels to determine whether total compensation for the Executive Officers remains market competitive and makes adjustments when necessary. This review includes assessment of base salary, annual incentives, long-term incentives, and a qualitative assessment of the value of retirement programs.

In line with the Corporation's policies for completing a regular comprehensive review of executive compensation, in 2024, the MRCC retained consultant Willis Towers Watson to review and provide expert, objective advice on the Corporation’s executive compensation arrangements relative to its peers. This review included an assessment of the Corporation’s executive compensation, including base salaries, annual incentives and long-term incentives, relative to the Corporation’s comparator group. The Corporation’s comparator group was also reviewed.

Given significant consolidation in the paper and forest products sector over the last several years, the Corporation uses a comparator group based on the following criteria:

- Canada and U.S. publicly traded companies within the paper and forest products, industrial products and material sectors.

- Companies that are generally comparable in size and complexity to the Corporation in terms of revenue, market capitalization and headcount.

The Corporation’s comparator group is currently comprised of the following 15 companies:

Ag Growth International Inc.	ADENTRA Inc.	Rayonier Advanced Materials Inc.
Cascades Inc.	Interfor Corporation	Stella-Jones Inc.
Chemtrade Logistics Income Fund	Mercer International Inc.	Torex Gold Resources Inc.
Clearwater Paper Corporation	New Gold Inc.	Neo Performance Materials, Inc.
Dundee Precious Metals Inc.	PotlatchDeltic Corporation	Wajax Corporation

In addition to the current pay practices of the Corporation’s comparator group, the MRCC also reviews various pay surveys, including surveys of pay practices of forest products companies and comparably-sized manufacturing companies, along with general industry data for similar size companies. This information is considered by the MRCC, in conjunction with the relative complexity and unique characteristics of the Corporation in determining the total compensation to be paid to each Executive Officer.

Through the 2024 comprehensive review, Willis Towers Watson identified areas of the Corporation’s executive compensation program that continue to lag the market. As a result, the MRCC recommended changes to: (i) base salaries, (ii) annual incentive plan targets and long-term incentives targets for certain executive positions, (iii) annual incentive plan and long-term incentive plan performance criteria and (iv) annual incentive plan and long-term incentive plan retirement criteria, to position the Corporation closer to the general market and the targeted range of its comparator group, to broaden and provide different metrics to which the Corporation’s short-term and long-term incentive plans are based and to support longer term retention and assist with transitions for retirements. These recommendations were approved by the Board effective January 1, 2025, except changes to base salaries, which were approved effective February 13, 2025.

Role of Compensation Consultant

From time to time, the MRCC uses an independent consultant to provide expert, objective advice on compensation matters. In 2024, the MRCC retained consultant Willis Towers Watson to assist in a review of CFO compensation as part of the CFO transition, a review of the Corporation’s long-term incentive plan structure and a comprehensive review of the Corporation’s executive compensation plans. Aggregate fees for director and executive compensation services for 2024 and 2023 were as follows:

	2024	2023
Executive Compensation Related Fees	$65,276	Nil
All Other Fees	Nil	Nil

Risk Management and Governance

The MRCC considers the implications of the risks associated with our compensation policies and practices, including the significant component of each executive's compensation that is variable and therefore at-risk. In order to mitigate any incentive to engage in inappropriate or excessive risk taking, the MRCC considers the balance between long-term objectives and short-term financial goals incorporated into our executive compensation program. Risks, if any, may be identified and mitigated through regular meetings of the MRCC and the Board. No risks have been identified arising from our compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation. The following practices have been adopted to mitigate risks associated with our compensation program.

Dedicated Compensation Committee

The MRCC is an independent committee with the necessary skills, knowledge and experience to make strong and methodical decisions in regard to management compensation. See "*Committees of the Board – Management Resources and Compensation Committee*" for more information about the MRCC.

Diversified Pay Mix and Performance Measures

The Corporation has historically used three LTI instruments (RSUs, PSUs and Options) to reward for share price and corporate performance over the mid- to long-term (i.e. three to a maximum 10 years). In 2021, the Corporation commenced issuing RSUs in lieu of Options for LTI Plan grants for all executives (see "*Long-Term Incentive Plans*"). This approach encourages management to adopt a long-term view of performance that is tied to shareholder return.

Equity Ownership Guidelines and Disclosure

The Corporation has minimum equity ownership requirements for certain Executive Officers to align Executive Officer interests with those of our shareholders. Subject to the discretion of the MRCC, ownership levels must be met within five years of becoming an Executive Officer to whom the policy applies, provided that, if an executive's minimum ownership requirement increases because of a change in title, a five-year period to achieve the incremental requirement begins on the date the new title takes effect. Equity ownership value as a multiple of base salary is set at 3.00 times for the CEO, 1.25 times for the Chief Financial Officer, and 1.00 times for other designated Executive Officers of the Corporation. These guidelines are subject to MRCC discretion to ensure no unintended consequences arise. Qualifying equity for the purposes of the equity ownership requirements include Shares and RSUs. In 2023, on recommendation from the MRCC, the Board expanded the Executive Officers to whom the equity ownership requirements apply.

The following table summarizes equity holdings for each of the Corporation's NEOs as at December 31, 2024:

Named Executive Officer	Equity Ownership Required (1)	Shares Held	RSUs Held	Total Securities Held	Value of Securities Held (2)	Value of Holdings Required	Date Required
Steven Hofer	3.00x	654,650	1,845,776	2,500,426	$2,640,598	$2,325,000	Sep 7, 2027
Glen Nontell(3)	1.25x	203,547	806,518	1,010,065	$773,581	$562,500	Aug 1, 2029
Stephen Williams (3)	1.25x	370,000	569,871	939,871	$1,264,956	$637,500	Sep 13, 2020
Bruce Alexander	1.00x	47,620	1,046,097	1,093,717	$872,240	$415,000	Dec 15, 2023
Jennifer Foster	1.00x	124,000	967,370	1,091,370	$954,795	$386,500	Feb 16, 2025
Alyce Harper (4)	1.00x	Nil	722,309	722,309	$538,578	$350,000	Feb 16, 2028

(1) Equity ownership requirement as a multiple of base salary.

(2) Value of Securities held is calculated on the greater of the current market value and the grant or acquisition date value of eligible securities. The market value as at December 31, 2024 was $0.405 per Share held.

(3) Mr. Williams stepped down as Chief Financial Officer effective August 1, 2024. Mr. Nontell was appointed Chief Financial Officer effective August 1, 2024 and his minimum ownership requirement increased as of that date. Mr. Williams and Mr. Nontell, in their capacities as Chief Financial Officer during the 2024 financial year, are considered NEOs for the purposes of this Circular.

(4) Ms. Harper's share ownership requirements came into effect on February 16, 2023 as part of changes to the Corporation's Executive Share Ownership Policy.

Hedging

All Executive Officers are prohibited from trading in our securities or entering into transactions through participation in the Option Plan unless such transactions are executed and disclosed in full compliance with the Code, Disclosure Policy, Insider Trading Policy and all relevant securities regulations and laws. An executive who violates these policies may face disciplinary action including possible termination of employment. The violation of these policies may also violate certain securities laws. If the Corporation discovers that an executive has violated any securities laws, the matter may be referred to the appropriate regulatory authorities, which could lead to penalties and fines.

Executive Officers and directors are prohibited from purchasing financial instruments for the purpose of hedging or offsetting a decrease in market value of the Corporation's equity securities. Specifically, this prohibits Executive Officers and directors from engaging in the following transactions with respect to Shares: short sales; monetization of stock option awards before vesting; transactions in derivatives on Shares such as put and call options; and any other hedging or equity monetization transactions where the individual's economic interest and risk exposure in the Shares are changed, such as collars or forward sale contracts.

To the knowledge of the Corporation, none of the NEOs or directors has purchased any such instruments for such purposes.

Policy Compliance

All Executive Officers annually acknowledge the Code.

Clawback Policy

The Corporation has an incentive compensation clawback policy that allows the Corporation to require an Executive Officer to reimburse the Corporation where the Board determines that there has been gross negligence, intentional misconduct or fraud by the Executive Officer, including where such gross negligence, intentional misconduct or fraud results in a material misstatement or restatement of the Corporation's financial results. The policy applies to incentive awards granted, paid or credited on or after March 13, 2015.

KEY ELEMENTS OF TOTAL COMPENSATION

Our executive compensation program includes the following elements:

Element	Plans	Objective	Details
Base salary		Compensation for experience and expertise	▪ Paid in cash ▪ Assessed annually
Short-term incentive plan awards	Annual Incentive Plan	Designed to incentivize executives to meet short-term corporate and individual goals	▪ Variable compensation paid in cash contingent on corporate, individual and safety performance relative to established goals
	President's Awards	Designed to recognize outstanding contributions to meet strategic corporate goals	▪ Variable compensation paid in cash to recognize outstanding contributions towards achieving corporate goals that have been identified by the Board as being of strategic importance to the Corporation ▪ Awards are discretionary, provided in exceptional circumstances and assessed annually based on predetermined goals and objectives
Long-term incentive plan awards	Performance share units	Incentivizes executives to maximize long-term corporate performance for alignment with shareholder performance	▪ Variable compensation linked to the value of the Corporation's shares ▪ Settled in cash at the end of the 3-year performance term contingent on defined financial metrics
	Restricted share units	Incentivizes executives to maximize long-term corporate performance for alignment with shareholder performance	▪ Variable compensation linked to the value of the Corporation's shares ▪ Settled in cash at the end of the 3 years
	Options (1)	Incentivizes executives to maximize long-term corporate performance for alignment with shareholder performance	▪ Variable compensation with awards vesting 20% per year for 5 years ▪ Total term up to 10 years
Retirement program		Provide executives with income in retirement	▪ Defined contribution program and Supplementary Executive Retirement Plan
Other benefits		Offer market competitive benefits and awards to recruit, attract and retain key executives	▪ Medical, dental and insurance benefits ▪ Vehicle allowance or company vehicle ▪ Recruitment and retention awards

(1) Commencing in 2021, Options were replaced with RSUs for LTI Plan grants for all executives (see *"Long-Term Incentive Plans"*).

Target Pay Mix

Target direct compensation for all executives includes salary, short-term incentives, and long-term incentives. Target short-term and long-term incentives are all at-risk, in line with the Corporation's pay for performance objectives.

For 2024, the target pay mix for the CEO for the financial year included at-risk components comprising approximately 70% of total target direct compensation, and, for each of the remaining NEOs, more than 49% of total target direct compensation is at-risk, as summarized below:

Named Executive Officer	As a Percentage of Target Direct Compensation			
	Base Salary	At Risk – STI	At Risk – LTI	At Risk – Total
Steven Hofer	29%	26%	44%	70%
Glen Nontell (1)	46%	22%	31%	54%
Stephen Williams	37%	26%	37%	63%
Bruce Alexander	38%	25%	38%	62%
Jennifer Foster	38%	25%	38%	62%
Alyce Harper	51%	23%	26%	49%

(1) Mr. Nontell was appointed Chief Financial Officer effective August 1, 2024 and these figures reflect the percentage of his prorated total direct compensation as of that date.

Base Salaries

Base salaries for Executive Officers are established with reference to market data, including salaries paid to similar positions at comparator companies as identified through the most recent market comparison assessment, and internal job classification as it relates to the contribution to our strategic and financial results. Base salaries of our Executives Officers are reviewed by the MRCC and approved by the Board annually to ensure that they reflect the contribution of each Executive Officer.

Salary increases are aligned with the Corporation's goal of maintaining total NEO target compensation within the targeted range of our comparator group.

Named Executive Officer	2023(1)	2024(1)	2025(1)
Steven Hofer	$750,000	$775,000	$800,000
Glen Nontell	$315,000	$450,000(2)	$450,000
Stephen Williams	$510,000	$510,000	n/a(3)
Bruce Alexander	$410,000	$415,000	$420,000
Jennifer Foster	$368,000	$386,500	$395,000
Alyce Harper	$325,000	$350,000	$385,000

(1) In 2023, executive salary increases were effective February 16, 2023. In 2024, executive salary increases were effective February 13, 2024. In 2025, executive salary increases were effective February 13, 2025.

(2) Mr. Nontell was appointed Chief Financial Officer effective August 1, 2024 and this figure reflects his new base salary effective as of that date.

(3) Mr. Williams ceased to be an Executive Officer of the Corporation effective December 31, 2024.

Short-Term Incentive Plan Awards

The issuance of and value of all short-term incentive plan awards are at the discretion of the Board.

Annual Incentive Plan

All salaried employees, including NEOs, participate in our Annual Incentive Plan ("AIP"), which is designed to foster an environment of continuous improvement based on key performance indicators of the business and to recognize corporate and individual performance directly related to our financial and strategic goals.

Target awards, expressed as a percentage of base salary, have been established for all salaried employees, including NEOs. Target awards for NEOs ranged from 45% to 90% of base salary for 2024 and 65% to 100% in 2025, reflecting competitive practices in the market for similar positions.

Named Executive Officer	Target AIP Award as a % of Base Salary	Target 2024 AIP Award	Range of AIP Opportunity as a % of Base Salary
Steven Hofer	90%	$697,500	0% to 180%
Glen Nontell (1)	55%	$216,793	0% to 110%
Stephen Williams (1)	70%	$357,000	0% to 140%
Bruce Alexander	65%	$269,750	0% to 130%
Jennifer Foster	65%	$251,225	0% to 130%
Alyce Harper	45%	$157,500	0% to 90%

(1) Mr. Williams stepped down as Chief Financial Officer effective August 1, 2024. Mr. Nontell was appointed Chief Financial Officer effective August 1, 2024 and his target AIP award percentage is prorated for the year based on the positions he held during the year.

In 2024, AIP awards were based on a combination of corporate and individual performance utilizing the following formula, where the potential range for the Corporate Performance Factor is between 0.0 to 2.0 and the potential range for the Individual Performance Factor is between 0.0 to 2.0.

Base Salary X Target Bonus % X [0.5 x Corporate Performance Factor (1) + 0.5 x Individual Performance Factor (2)]

(1) Where the Corporation's ROCE is less than 6%, the Corporate Performance Factor will be 0.0 and, except at the discretion of the Board, no employee will be eligible for an AIP award.

(2) Where an employee's Individual Performance Factor is less than 0.5, such employee will not be eligible for an AIP award.

The Corporate Performance Factor is calculated in relation to the Corporation's Return on Capital Employed ("ROCE"). For a calculation of ROCE please see *"Non-GAAP Financial Measures"* in our Management Discussion and Analysis for the year ended December 31, 2024 which is available on the Corporation's website at www.westernforest.com. The Individual Performance Factor is calculated by measuring the employee's performance against individual goals, delivery of the Corporation's business objectives and upholding the Corporation's core values.

For the CEO, all individual goals are approved by the Board upon the recommendation of the MRCC. The Corporation uses a balanced scorecard approach to ensure that both ESG and financial goals are achieved. The AIP has been designed to reward short-term company performance aligned with the Corporation's long-term strategic priorities. Board oversight and evaluation of performance is governed by the various committee charters, ensuring the CEO goals reflect the Corporation's commitment to sustainability in all areas of the business. For all other NEOs, individual goals are approved by the CEO, in consultation with the MRCC, to ensure they are aligned with overall corporate objectives.

Under the AIP, the CEO's and NEOs' individual goals include and relate to (i) the Corporation's financial performance, (ii) the Corporation's operating metrics and growth, (iii) maintaining a strong balance sheet to support the Corporation's strategic priorities, (iv) supporting a balanced approach to capital allocation, (v) health and safety and environmental compliance, (vi) advancing the Corporation's ESG commitment, (vii) advancing Indigenous relationships and reconciliation, (viii) advancing the Corporation's transition to higher value products and (ix) supporting our people and communities and advancing the Corporation's culture.

The Corporate Performance Factor and Individual Performance Factor, respectively, are determined based on the following table:

	Corporate Performance		Individual Performance	
	ROCE	**Corporate Performance Factor**	**Performance**	**Individual Performance Factor**
Below Threshold	< 6%	0.0	Below Threshold	< 0.5
Maximum	≥ 30%	2.0	Maximum	2.0

For an employee to be eligible for an AIP award, the employee was required to have an Individual Performance Factor of 0.5 or higher and the Corporation was required to achieve a performance threshold set at a ROCE of 6%.

In 2024, the Corporation achieved a ROCE of 1.3% reflecting continued challenging macroeconomic and lumber market conditions. As the Corporate Performance Factor did not meet the minimum 6% ROCE threshold, none of the NEOs received AIP awards in 2024.

Named Executive Officer	2024 AIP Award as a % of Base Salary	Actual 2024 AIP Award
Steven Hofer	0%	Nil
Glen Nontell	0%	Nil
Stephen Williams	0%	Nil
Bruce Alexander	0%	Nil
Jennifer Foster	0%	Nil
Alyce Harper	0%	Nil

Effective January 1, 2025, as part of the Corporation's commitment to fostering a safe work environment in conjunction with achieving strong financial results, the Corporation updated the AIP to add the Corporation's safety performance as a component of an AIP award. Accordingly, effective January 1, 2025, AIP awards will be awarded based on a combination of corporate, individual and safety performance.

President's Award

The President's Award is an annual discretionary cash incentive plan designed to reward salaried employees, including in exceptional circumstances Executive Officers other than the CEO, who have made an outstanding contribution to the Corporation that results in the advancement of corporate goals that support the Corporation's strategic plan. Awards are discretionary and assessed annually based on merit.

Long-Term Incentive Plans

We believe it is important that the interests of executives be aligned with the interests of shareholders. The Corporation has historically used three LTI instruments (RSUs, PSUs and Options) to reward for share price and corporate performance over the mid- to long-term (i.e. three to a maximum 10 years). Commencing in 2021, Options were replaced with RSUs for LTI Plan grants for all executives. The LTI Plan rewards management based on increases in the value of the Shares and also the achievement of key corporate performance objectives.

The purpose of the Corporation's LTI Plan is to advance the interests of the Corporation in the following ways:

- Aligning the interests of executives and shareholders in the success of the Corporation through increases in the value of our Shares.
- Providing an additional incentive in lieu of cash remuneration thereby encouraging retention of executives as a result of the vesting provisions.
- Attracting executives by remaining competitive in terms of total compensation arrangements.

Target LTI awards, as a percentage of base salary, for the NEOs and the resulting 2024 grant date values are as follows:

Named Executive Officer	LTI Target Award As a % of Base Salary	2024 Grant Date Value
Steven Hofer	150%	$1,162,500
Glen Nontell (1)	80%	$301,042
Stephen Williams (1)	100%	$510,000
Bruce Alexander	100%	$415,000
Jennifer Foster	100%	$386,500
Alyce Harper	50%	$175,000

(1) Mr. Williams stepped down as Chief Financial Officer effective August 1, 2024. Mr. Nontell was appointed Chief Financial Officer effective August 1, 2024 and his target LTI Target award percentage is prorated for the year based on the positions he held during the year.

From time to time, discretionary awards may be awarded under the LTI Plan to eligible participants, including NEOs, in addition to the target LTI Plan awards set forth above for retention and market competitiveness purposes. See "2024 Long-Term Incentive Awards" for a description of the discretionary awards awarded under the LTI Plan to NEOs in 2024.

Stock Option Plan

Our Option Plan was adopted in 2004 and is administered by the Board with the assistance of the MRCC in accordance with our compensation policies and the policies of the TSX.

Certain executives are eligible to receive Options. The exercise price for Options granted pursuant to the Option Plan is determined on the date of the grant, and the price may not be less than the market value on the date of grant. Options vest at the annual rate of 20% per year beginning on the first anniversary of the date of grant and have a maximum term of 10 years. See "*Securities Authorized for Issuance Under Equity Compensation Plans*" for an overview of the Option Plan.

In 2021, LTI Plan grants were amended to consist of 40% RSUs and 60% PSUs for all executives to support retention of executives and limit shareholding dilution. Previously, LTI Plan grants consisted of 40% Options and 60% PSUs for certain executives.

Restricted Share Unit Plan

The Restricted Share Unit Plan ("RSU Plan") was introduced on January 1, 2020. An RSU program was introduced in anticipation of broader participation in the LTI Plan by the Corporation's employees and to align a broader group of management to the performance of the Corporation's share price.

Pursuant to the RSU Plan, the Board may, from time to time, grant RSUs to eligible participants under the RSU Plan, being such employees or officers of the Corporation or a related entity of the Corporation (as defined in section 2.22 of National Instrument 45-106, *Prospectus and Registration Exemptions*) as the MRCC may designate from time to time as eligible to participate in the RSU Plan. RSUs are settled in cash with a payment at the end of the three-year vesting period equal to the closing Share price at the end of the three-year vesting period multiplied by the number of RSUs held by the eligible participant, in line with tax legislation and regulations.

Holders of RSUs are eligible to receive additional RSUs to reflect any cash dividend declared on Shares during the term of the participants' participation in the RSU Plan. The number of additional RSUs to be allocated is determined by dividing the aggregate dollar value of the declared dividend that would have been paid to the participants if the RSUs held by the participants on the relevant record date for dividends had been Shares, by the closing share price on the trading day immediately after the dividend date or record.

The final value of RSUs that are cash-settled at the end of the three-year vesting period is determined based on the following formula:

$$\left[\boxed{\text{Number of RSUs at grant}} + \boxed{\text{Additional RSUs equal to the value of accrued notional dividends}}\right] \times \boxed{\text{Closing Share price at end of three-year vesting period}}$$

Performance Share Unit Plan

The Performance Share Unit Plan ("PSU Plan") was introduced in 2015. In addition to aligning the interest of executives and shareholders based on the share price, the PSU Plan also takes into account the performance of the Corporation against a key financial metric. Pursuant to the PSU Plan, the Board may, from time to time, grant PSUs to eligible participants under the PSU Plan, being such employees or officers of the Corporation or a related entity of the Corporation as the Board may designate from time to time as eligible to participate in the PSU Plan. PSUs are settled in cash with a payment at the end of the three-year performance period, in line with tax legislation and regulations. The final value of PSUs that are cash-settled at the end of the performance period is determined based on the following formula:

$$\left[\boxed{\text{Number of PSUs at grant}} + \boxed{\text{Additional PSUs equal to the value of accrued notional dividends}}\right] \times \boxed{\text{Performance multiplier (0\% to 200\%)}} \times \boxed{\text{Closing Share price at end of performance period}}$$

The performance multiplier for the 2022, 2023 and 2024 PSU awards is based on the Corporation's ROCE over a three-year period as follows:

	ROCE	Performance Multiplier
Below Threshold	< 10%	0%
Threshold	10%	50%
Target	15%	100%
Maximum	≥ 20%	200%

For performance between threshold and maximum, the performance multiplier is determined by straight line interpolation. The Corporation's ROCE for the years ended December 31st of the last three years are summarized in the table below. The Corporation's 3-year average ROCE for the period ended December 31, 2024 was 5.7%. In 2024, the Corporation achieved a ROCE of 1.3%. For a calculation of ROCE, please see *"Non-GAAP Financial Measures"* in our Management Discussion and Analysis for the year ended December 31, 2024 which is available on the Corporation's website at www.westernforest.com.

Year Ended December 31	2022	2023	2024
ROCE	20.0%	-4.3%	1.3%

Holders of PSUs are eligible to receive additional PSUs to reflect any cash dividend declared on Shares during the term of the participants' participation in the PSU Plan. The number of additional PSUs to be allocated is determined by dividing the aggregate dollar value of the declared dividend that would have been paid to the participants if the PSUs held by the participants on the relevant record date for dividends had been Shares, by the closing share price on the trading day immediately after the dividend date or record.

Effective January 1, 2025, an additional financial metric will be considered in determining performance for PSU awards. In addition to the current ROCE metric, PSUs issued after January 1, 2025 will include an EBITDA per thousand board feet of lumber shipments ("EBITDA per mfbm") metric. As a result, PSU awards issued after January 1, 2025 will include both a return focused metric (i.e. ROCE) and a profitability focused metric (i.e. EBITDA per mfbm).

2024 LONG-TERM INCENTIVE AWARDS

The Corporation's 2024 LTI Plan awards to NEOs were as follows:

Named Executive Officer	PSUs (1)		RSUs (1)		Total Grant Value
	Number	Grant Value	Number	Grant Value	
Steven Hofer	1,073,077	$697,500	715,385	$465,000	$1,162,500
Glen Nontell (2)	347,917	$180,625	231,945	$120,417	$301,042
Stephen Williams (2)	470,769	$306,000	313,846	$204,000	$510,000
Bruce Alexander	383,077	$249,000	255,385	$166,000	$415,000
Jennifer Foster	356,769	$231,900	237,846	$154,600	$386,500
Alyce Harper	161,538	$105,000	107,692	$70,000	$175,000

(1) RSU and PSU grant date value is calculated based on the closing price of Shares on the grant date.

(2) Mr. Williams stepped down as Chief Financial Officer effective August 1, 2024. Mr. Nontell was appointed Chief Financial Officer effective August 1, 2024. In connection with Mr. Nontell's appointment as Chief Financial Officer he received a one-time issuance of 197,917 PSUs and 131,945 RSUs having a total grant value of $138,542 for his 2024 long-term incentive award to reflect the portion of the year he held the role of Chief Financial Officer.

In 2024, as part of the review of the Corporation's compensation plans (see "*Compensation Discussion and Analysis*"), the MRCC granted additional RSUs to certain employees of the Corporation, including NEOs, for retention purposes to better position the Corporation to advance its strategic priorities of optimizing the Corporation's business platform and growing our value-added, specialty and engineered wood products business, whilst also addressing market competitiveness issues tied to the impact that changing forest policies have had on investment in British Columbia. A total of 4,837,027 additional RSUs were granted, of which 2,271,539 RSUs were issued to NEOs as summarized in the table below. These additional RSUs have similar terms and conditions to other RSUs granted by the Corporation and require that employment be maintained by the recipient at the Corporation on the vesting date, which is three years from the grant date, to be eligible for payment. The additional RSUs are not eligible for proration if an employee retires before the vesting date.

Named Executive Officer	RSUs	
	Number	Grant Value
Glen Nontell	500,000	$325,000
Bruce Alexander	638,462	$415,000
Jennifer Foster	594,615	$386,500
Alyce Harper	538,462	$350,000

Deferred Share Unit Plan

The DSU Plan was closed to executives as of January 1, 2015. Prior to this, designated executives were able to elect to receive all or a portion of their AIP compensation in the form of DSUs.

There are no outstanding DSUs held by NEOs.

Refer to "*Deferred Share Unit Plan for Non-Executive Directors*" on page 25 for more information.

RETIREMENT AND OTHER BENEFITS

Retirement Benefits

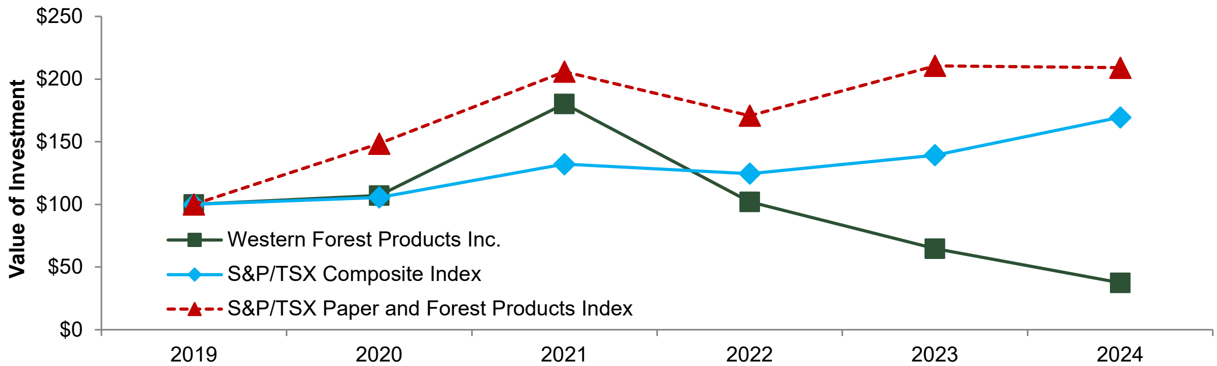
The Corporation provides a defined contribution pension plan with a supplemental component for executives whose benefits are affected by *Tax Act* limits. See "*Pension Plan Benefits*" for more information. The Corporation's normal retirement age is 65 years old, with certain provisions allowing for early retirement starting as early as 55 years old.

Other Benefits

We limit the use of perquisites for our executives as we do not think they should be a significant element of compensation. All salaried employees, including Executive Officers, are eligible to participate in various other benefits including: health and dental coverage, life insurance, disability insurance, paid leave and paid holidays. In addition, Executive Officers receive a car allowance or company vehicle. These benefits are designed to be competitive with market practices.

PERFORMANCE GRAPH

The following graph and table present the Total Shareholder Return ("TSR") over the last five years of an investment in our Shares as compared to the performance of the S&P/TSX Composite Index and the S&P/TSX Composite Forest Products Index. This analysis assumes $100 was invested on December 31, 2019 and that all dividends are reinvested.



Total Shareholder Return	2019	2020	2021	2022	2023	2024
Western Forest Products Inc.	$100	$107	$180	$102	$65	$37
S&P/TSX Composite Index	$100	$106	$132	$125	$139	$170
S&P/TSX Composite Paper & Forest Products Index	$100	$148	$206	$171	$211	$209

In 2024, the TSR for the Corporation was negative 42.3%. For the five-year period ended in 2024, the cumulative TSR for $100 invested in our Shares was less than the comparable TSR for the S&P/TSX Composite Paper & Forest Products Index and the S&P/TSX Composite Index. The Corporation's Share performance during 2019 and in 2020 was impacted by strike-related curtailments at a majority of the Corporation's British Columbia based operations and the COVID-19 pandemic. The Corporation's Share performance was impacted by challenging macroeconomic and lumber market conditions from the second half of 2022 through 2024.

A portion of the compensation of salaried employees, including NEOs, are linked to the Corporation's performance. The Corporation's performance is generally measured by ROCE and other key performance indicators. The Corporation's AIP has a minimum ROCE threshold in order for awards to be paid.

	2019	2020	2021	2022	2023	2024
ROCE	0.0%	16.7%	44.9%	20.0%	-4.3%	1.3%

The Corporation's ROCE for 2020, 2021 and 2022 was greater than the minimum annual ROCE threshold such that AIP awards were earned by NEOs, with payment occurring in each of the respective following years, thus resulting in increased total compensation for NEOs in respect to such years. As a result of the strike, the Corporation did not achieve its minimum annual ROCE threshold in 2019 and, as a result, no AIP awards were paid to NEOs in respect to that year. In 2023 and 2024, due to challenging macroeconomic and lumber market conditions, the Corporation did not achieve its minimum annual ROCE threshold and, as a result, no AIP awards were paid to NEOs in respect to those years. NEOs also receive awards under the Corporation's long-term incentive (LTI) plans which vest a minimum three years following grant along with certain retention bonuses from time to time. The total compensation for the NEOs will fluctuate in a given year depending when such LTI instruments vest.

SUMMARY COMPENSATION TABLE

The following table sets forth all compensation paid or payable from Western or its subsidiaries in respect of each of the NEOs for services rendered during the three most recently completed financial years:

Name and Principal Position	Year	Salary (1)	Share-Based Awards (2)	Option-Based Awards (3)	Non-Equity Incentive Plan Compensation		Pension Value (5)	All Other Compen-sation (6)	Total Compensation
					Short Term Incentive Plan (4)	Long Term Incentive Plan			
Steven Hofer (7) President and Chief Executive Officer	2024	$772,164	$1,162,500	Nil	Nil	Nil	$108,103	$126,806	$2,169,573
	2023	$750,000	$937,500	Nil	Nil	Nil	$130,027	$61,792	$1,879,319
	2022	$238,942	$1,170,000	$250,000	$178,767	Nil	$33,452	$174,948	$2,046,109
Glen Nontell(8) Chief Financial Officer	2024	$375,949	$626,042	Nil	Nil	Nil	$52,633	$2,294	$1,056,918
	2023	$313,125	$157,500	Nil	$25,000	Nil	$68,408	$16,870	$580,903
	2022	$295,000	$120,000	Nil	$205,000	Nil	$74,060	$18,869	$712,929
Stephen Williams Executive Vice President, & Chief Financial Officer	2024	$510,000	$510,000	Nil	Nil	Nil	$71,400	$1,503,636	$2,595,036
	2023	$510,000	$510,000	Nil	Nil	Nil	$136,500	$38,262	$1,194,762
	2022	$508,125	$459,000	Nil	$465,000	Nil	$168,158	$40,177	$1,640,460
Bruce Alexander Senior Vice President, Sales, Marketing and Manufacturing	2024	$414,433	$830,000	Nil	Nil	Nil	$58,029	$826	$1,303,288
	2023	$410,000	$307,500	Nil	Nil	Nil	$91,000	$29,284	$837,784
	2022	$409,375	$266,500	Nil	$240,000	Nil	$115,413	$31,488	$1,062,776
Jennifer Foster Senior Vice President, Human Resources and Corporate Affairs	2024	$384,401	$773,000	Nil	Nil	Nil	$53,816	$2,331	$1,213,548
	2023	$366,375	$276,000	Nil	Nil	Nil	$91,193	$29,045	$762,613
	2022	$353,750	$230,750	Nil	$285,000	Nil	$102,655	$31,389	$1,003,544
Alyce Harper (9) Vice President, General Counsel and Corporate Secretary	2024	$347,164	$525,000	Nil	Nil	Nil	$48,603	$2,108	$922,875
	2023	$334,375	$162,500	Nil	$25,000	Nil	$66,342	$17,556	$605,773
	2022	$239,808	$120,000	Nil	$182,000	Nil	$54,948	$19,750	$616,506

(1) The amount in this column for each NEO reflects the dollar amount of base salary earned in each of the three financial years, including salary increases, if any.

(2) Share-based awards consist of PSU and RSU awards made under the respective plans. The value of PSUs and RSUs was calculated by multiplying the number of share units granted during the respective period by the closing price of Shares on the grant date. The value stated does not represent the actual value which will be realized upon redemption of the PSU or RSU. Share-based awards for Mr. Hofer during 2022 are comprised of a one-time issuance of 795,918 RSUs having a grant value of $1,170,000 as part of a make-whole bonus in lieu of compensation forfeited upon his departure from his former employer. Share-based awards for Mr. Nontell during 2024 are comprised of a one-time issuance of 197,917 PSUs and 131,945 RSUs having a total grant value of $138,542 as part of a make-whole bonus provided for his 2024 long-term incentive award prorated for the portion of the year he held the role of Chief Financial Officer. Share-based awards in 2024 for all NEOs except Mr. Hofer and Mr. Williams include a one-time discretionary RSU grant in the following amounts: Mr. Nontell $325,000, 500,000 RSUs; Mr. Alexander $415,000, 638,462 RSUs; Ms. Foster $386,500, 594,615 RSUs; Ms. Harper $350,000, 538,462 RSUs. These one-time discretionary RSU grants were provided to these individuals for retention and market competitiveness purposes.

(3) The dollar value of Option-based awards is the grant date fair market value of Options granted during the respective year. The fair value of the Options is determined using the Black Scholes option pricing model which takes into account, as of the grant date, the exercise price, the expected life of the Options, the current price of the underlying Shares and its expected volatility, expected dividends on the Shares, and the risk-free interest rate over the expected life of the Option. This value is also the accounting fair value and the assumptions applied in valuing these Option grants are detailed in the Corporation's consolidated financial statements for the applicable year. The Options are only exercisable when the share price exceeds $0.70 for 60 consecutive days on a volume weighted average price basis. The value stated does not represent the actual value which will be realized upon exercise of the Option. Option-based awards for Mr. Hofer during 2022 are comprised of a one-time issuance of 500,000 Options having a grant value of $250,000 as part of a make-whole bonus in lieu of compensation forfeited upon his departure from his former employer.

(4) Short Term Incentive Plan awards represents AIP awards, President's Awards and other awards under non-equity incentive plans or agreements earned during the fiscal year but paid subsequent to the end of the applicable year. The Short Term Incentive Plan award for Mr. Nontell includes President's Awards of $25,000 for 2023 and $30,000 for 2022 and for Ms. Harper includes President's Awards of $25,000 for 2023 and $30,000 for 2022.

(5) Pension value includes compensation relating to the Defined Contribution Plan, the Defined Benefit Pension Plans and the Supplementary Executive Retirement Plan.

(6) All other compensation includes the value of premiums for executive life insurance payable by the Corporation and additional RSUs and PSUs corresponding to dividends declared on the Shares credited under the RSU Plan and PSU Plan. In addition, all other compensation for Mr. Hofer in 2022 includes $165,000 of one-time "make-whole" bonus paid in 2022 in lieu of compensation forfeited upon his departure from his former employer. All other compensation also includes the Retention Payment for Mr. Williams to provide transition support for Mr. Hofer as the Corporation's new President & CEO, to support the Corporation's updated strategic priorities, and ensuring capital market continuity. Payment of this amount is subject to Mr. Williams' adherence with certain covenants related to non-solicitation and confidentiality in favour of the Corporation until October 31, 2025. See "*CFO Retention and Transition*" for further information.

(7) Mr. Hofer was appointed President & CEO effective September 7, 2022 and his base salary in 2022 was prorated accordingly.

(8) Mr. Nontell held the position of VP, Corporate Development until July 31, 2024 and was appointed Chief Financial Officer effective August 1, 2024. His base salary and Short-Term Incentive Plan awards for 2024 were prorated accordingly.

(9) Ms. Harper was on parental leave from May 22, 2021 to March 14, 2022 and her base salary and Short-Term Incentive Plan awards in 2022 were prorated accordingly.

Outstanding Option-based Awards and Share-based Awards – NEOs

The following table sets forth Option and share-based (PSU and RSU) awards outstanding as at December 31, 2024 for each of the NEOs:

Named Executive Officer	Option-based Awards				Share-based Awards (3)		
	Number of securities underlying unexercised options (1)	Option exercise price ($/share)	Option expiration Date	Value of unexercised in-the-money options (2)	Number of share units that have not vested	Market or payout value of share-based awards that have not vested (4)	Market or payout value of vested share-based awards not paid out or distributed
Steven Hofer	500,000	$1.47	Sep 7, 2032	Nil	2,529,798	$176,641	$337,712
Glen Nontell	Nil	Nil	Nil	Nil	1,204,404	$112,263	$10,027
Stephen Williams	266,667 230,272 259,473 231,456 462,540 1,140,000	$2.20 $1.97 $2.09 $2.74 $1.94 $1.05	Mar 13, 2025 Feb 17, 2026 Feb 16, 2027 Feb 15, 2028 Feb 12, 2029 Mar 6, 2030	Nil	1,187,901	$85,924	$38,358
Bruce Alexander	274,280 628,380	$1.94 $1.05	Feb 12, 2029 Mar 6, 2030	Nil	1,520,080	$146,930	$22,270
Jennifer Foster	116,000 124,535 140,857 97,455 194,750 572,000	$2.17 $1.97 $2.09 $2.74 $1.94 $1.05	Dec 7, 2025 Feb 17, 2026 Feb 16, 2027 Feb 15, 2028 Feb 12, 2029 Mar 6, 2030	Nil	1,407,476	$135,953	$19,282
Alyce Harper	Nil	Nil	Nil	Nil	936,187	$101,108	$10,027

(1) All Options were granted under the Option Plan. Options are exercisable only when the share price exceeds $0.70 for a period of 60 consecutive days on a volume weighted average price basis.

(2) There are no in-the-money vested Options as at December 31, 2024.

(3) Share-based awards include RSUs and PSUs. The value of RSUs and PSUs was calculated by multiplying the number of share units granted, including dividend equivalent share units and, for PSUs, through the application of a target performance multiplier, by the closing price of the Shares on December 31, 2024, being $0.405.

(4) This column represents the value of unvested RSUs and PSUs where the number of RSUs and PSUs eligible for vesting has not yet been determined (and for PSUs is based on performance), including dividend equivalent RSUs and PSUs credited on such RSUs and PSUs. RSUs vest on completion of a three-year period and entitle the holder, upon vesting, to a variable payout based on the value of a Share. Market value for RSUs is calculated using the closing price of $0.405 per Share on December 31, 2024. PSUs vest on completion of a three-year period and entitle the holder, upon vesting, to a variable payout based on the value of a Share and dependent on the Corporation's performance against specific performance criteria. Market value for PSUs is calculated using the closing price of $0.405 per Share on December 31, 2024, and performance multipliers which use

actual performance results to December 31, 2024, and target performance results for future years covered by the PSU performance periods. The market values presented do not reflect the actual value of the payments that may be received after the vesting of the awards.

The following table sets forth the value vested or earned by the NEOs under the Corporation's Option Plan and share-based award programs for the year ended December 31, 2024:

Named Executive Officer	Value vested during the year		Value earned during the year
	Option-based Awards (1)	Share-based Awards (2)	Non-equity incentive plan compensation (3)
Steven Hofer	Nil	$337,712	Nil
Glen Nontell	Nil	$80,634	Nil
Stephen Williams	Nil	$38,358	Nil
Bruce Alexander	Nil	$22,270	Nil
Jennifer Foster	Nil	$19,282	Nil
Alyce Harper	Nil	$76,539	Nil

(1) Option value vested was calculated by multiplying the number of Options that vested in 2024 by the difference between the exercise price and the closing price of the Shares on the vesting date, where the result was a positive amount.

(2) Share-based awards vested reflects RSUs and PSUs vested at December 31, 2024. Share-based awards vested was calculated by multiplying the number of share units that vested in 2024 by the closing price of the Shares on the vesting date.

(3) Non-equity incentive plan compensation relates to AIP and President's Awards as disclosed in the "*Summary Compensation Table*".

PENSION PLAN BENEFITS

The Corporation has several funded and unfunded defined benefit pension plans, a funded defined contribution pension plan and several voluntary group retirement savings plans, all of which provide retirement benefits to substantially all of our salaried employees and certain hourly employees. The Corporation's pension plans are designed to provide a suitable level of income replacement at retirement.

The defined benefit pension plans ("DB Plans I & II") were closed to new participants effective June 30, 2006. No further benefits accrue under these plans for years of service after December 31, 2010. As a result, no NEOs are participants in DB Plans I & II.

With the closure of DB Plans I & II, the former members became eligible to join our existing DC Plan and substantially all salaried employees, including all NEOs, are members of the DC Plan. For all non-executive and executive members of the DC Plan, the Corporation has contributed 7% and 14%, respectively, of each participant's base salary and AIP to the DC Plan, up to the maximum contribution allowed under the *Tax Act* (the "ITA Limit").

The Corporation has a Supplementary Executive Retirement Plan (the "SERP") that provides a pension supplement to executives who are also members of the DC Plan in order to provide total pension contributions to the level that members would receive if no ITA Limit was in place. SERP contributions have been made at 14% of an executive's annual base salary and AIP awards, less the Corporation's contributions to the DC Plan. Contributions under the SERP are accumulated with interest, and are payable to an Executive Officer upon their retirement, death or termination of employment after the age of 55, other than termination with cause. Benefits are paid out in a lump sum, or over five annual installments. The SERP is funded from general operations.

The following table provides the total accumulated value of the DC Plan and the SERP at the start and end of the year, as well as compensatory amounts earned during the year, for each of the NEOs:

Named Executive Officer	DC Plan Member Since	Accumulated Value at January 1, 2024	Compensatory Change (1)	Accumulated Value at December 31, 2024
Steven Hofer	2022	$177,194	$108,103	$324,032
Glen Nontell	2018	$262,701	$52,633	$372,658
Stephen Williams	2014	$1,197,923	$71,400	$1,471,282
Bruce Alexander	2018	$390,866	$58,029	$527,460
Jennifer Foster	2015	$531,361	$53,816	$703,005
Alyce Harper	2016	$306,649	$48,603	$458,967

(1) Compensatory change represents the Corporation's DC Plan and SERP contributions on behalf of the NEO.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation has entered into agreements with each NEO that provide notice or payment in lieu thereof on termination for other than just cause, including termination involving a change of control of the Corporation. With respect to a change of control, these agreements have a double-trigger requirement, meaning that two events must occur before any cash benefits are payable to a NEO: a change of control and the termination of employment of the NEO without cause within 24 months of the change of control.

Change of control is defined as (i) the acquisition of 50% or more of the voting rights attached to all outstanding voting shares of the Corporation by a person or combination of persons, (ii) the amalgamation, consolidation or combination of the Corporation with, or merger into, any other person (unless the Corporation is the surviving person, and at least 50% of the voting rights attached to all outstanding voting shares immediately after such a transaction are held by persons who held them immediately before such a transaction), (iii) the disposition of 90% or more of the assets of the Corporation (unless the disposition is to a corporation and immediately after the disposition, at least 50% of the voting rights attached to all outstanding voting shares of such corporation are owned by the Corporation, or by persons who held the voting rights immediately before such disposition), or, (iv) directors elected at the beginning of any one-year term cease to constitute at least 50% of the Board during such year, other than as a result of voluntary resignation.

Pursuant to the Corporation's LTI Plan, the extent to which unvested Options, PSUs and RSUs may be forfeited, paid out (in the case of PSUs and RSUs) or continue to vest following termination of employment varies depending on the circumstances giving rise to the termination. See "*Securities Authorized for Issuance Under Equity Compensation Plans*" for further information with respect to the treatment of Options under different scenarios on ceasing employment with the Corporation.

The table below outlines the Corporation's approach to compensation payable to NEOs upon retirement, termination or termination without cause within two years of a change of control:

Event	Base Salary	AIP	Option Plan	PSU Plan	RSU Plan
Retirement	None	Prorated up to retirement	No further vesting of awards	Prorated up to retirement, except in certain circumstances (3)	Prorated up to retirement, except in certain circumstances (6)
Termination for just cause	None	None	Immediate forfeiture		
Termination without cause (1)	12-24 Months	12-24 months (2)	90-day exercise window for vested awards only	Prorated up to termination (4)	Prorated up to termination (7)
Termination without cause within 24 months of change of control	12-24 months	12-24 months (2)	Immediate vesting of all awards, 90-day exercise window	Immediate vesting of all awards (5)	Immediate vesting of all awards (5)

(1) Agreements provide 24 months' notice or payment in lieu thereof to the CEO, 18 months' notice or payment in lieu thereof to Chief Financial Officer and Senior Vice Presidents and 12 months' notice or payment in lieu thereof to other NEOs.

(2) Incremental payment due is calculated as the average AIP award earned in the past three years, multiplied by the number of months' notice or payment in lieu thereof due. If the NEO has worked for the Corporation for less than three years, the AIP award will be averaged over the actual period worked.

(3) Except in certain circumstances, plan participants continue to be entitled to payment, occurring at the end of each underlying three-year performance period. Incremental payment due is calculated as the final value of PSUs vested at the end of the performance period, prorated based on the number of days employed during the related performance period. For PSUs granted after January 1, 2025 and where the plan participant gives at least six (6) months' notice of retirement and provides a non-competition acknowledgement to the Corporation, the plan participant will continue to be entitled to payment, occurring at the end of each underlying three-year performance period, without proration.

(4) Plan participants continue to be entitled to payment, occurring at the end of each underlying three-year performance period. Incremental payment due is calculated as the final value of PSUs vested at the end of the performance period, prorated based on the number of days employed during the related performance period.

(5) Participants will be entitled to payment on the date of termination without cause within 24 months of a change of control, applying a Performance Multiplier of 100%.

(6) Except in certain circumstances, plan participants continue to be entitled to payment, occurring after the vesting date. Incremental payment due is calculated as the final value of RSUs vested at the vesting date, prorated based on the number of days employed prior to the vesting date. For RSUs granted after January 1, 2025 and where the plan participant gives at least six (6) months' notice of retirement and provides a non-competition acknowledgement to the Corporation, the plan participant will continue to be entitled to payment, occurring after the vesting date, without proration. Discretionary RSUs granted to NEOs in 2024 are not eligible for pro-ration if the holder retires before the vesting date.

(7) Plan participants continue to be entitled to payment, occurring after the vesting date. Incremental payment due is calculated as the final value of RSUs vested at the vesting date, prorated based on the number of days employed prior to the vesting date.

The following table sets out the estimated payments which would have resulted from termination without cause or a change of control, assuming the event occurred on December 31, 2024:

Named Executive Officer	Type of Event	Estimated Payments in Respect of:						
		Base Salary	AIP	Unvested PSUs (2)	Unvested RSUs (2)	Pension	Other (3)	Total
Steven Hofer	Termination without cause	$1,550,000	$154,074	Nil	$176,641	$238,570	Nil	$2,119,285
	Change of control (1)	$1,550,000	$154,074	$614,741	$409,827	$238,570	$241,909	$3,209,121
Glen Nontell	Termination without cause	$675,000	$87,500	Nil	$112,263	$106,750	Nil	$981,513
	Change of control (1)	$900,000	$116,666	$171,170	$316,613	$142,333	$47,528	$1,694,310
Stephen Williams	Termination without cause	$765,000	$232,500	Nil	$85,924	$139,650	$750,000	$1,973,074
	Change of control (1)	$1,020,000	$310,000	$288,660	$192,440	$186,200	$808,042	$2,805,342
Bruce Alexander	Termination without cause	$622,500	$120,000	Nil	$146,930	$103,950	Nil	$993,380
	Change of control (1)	$830,000	$160,000	$214,233	$401,399	$138,600	$49,677	$1,793,909
Jennifer Foster	Termination without cause	$579,750	$142,500	Nil	$135,953	$101,115	Nil	$959,318
	Change of control (1)	$773,000	$190,000	$197,525	$372,502	$134,820	$52,068	$1,719,915
Alyce Harper	Termination without cause	$350,000	$54,180	Nil	$101,108	$56,585	Nil	$561,873
	Change of control (1)	$350,000	$54,180	$96,647	$282,509	$56,585	$22,251	$862,172

(1) Change of control assumes termination without cause on December 31, 2024, within 24 months of a previously occurring change of control of the Corporation.
(2) Unvested PSUs and RSUs are valued at $0.405, the closing price of Shares on December 31, 2024.
(3) Other includes the equivalent value of 12 to 24 months of payments for benefits such as retention amounts, life insurance, medical and dental benefits, and car allowance, and for Stephen Williams includes a retention payment of $750,000. See "*CFO Retention & Transition*" for further discussion.

CFO Retention & Transition

The Corporation entered into a retention agreement with Stephen Williams, former Executive Vice President and Chief Financial Officer of the Corporation effective October 31, 2022 to provide transition support for Mr. Hofer as the Corporation's new President & CEO effective September 7, 2022, to support the Corporation's updated strategic priorities, including leading the Corporation's priority of growing its engineered wood products business, and ensuring capital market continuity.

Under the agreement, the Board approved a retention payment of $1,500,000 (the "Retention Payment") to Mr. Williams. The first installment of the Retention Payment in the amount of $750,000 was paid on October 31, 2024, with the second installment in the amount of $750,000 to be paid on April 30, 2025. Payment of the Retention Payment is subject to certain non-solicitation covenants in favour of the Corporation until October 31, 2025.

Mr. Williams stepped down from his role of Executive Vice President and Chief Financial Officer of the Corporation effective August 31, 2024, and Glen Nontell was appointed as Chief Financial Officer effective that same date. Mr. Williams will continue working for the Corporation in a limited advisory capacity until the end of 2026.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Plan Category (1)	Number of Securities to be issued upon exercise of outstanding Options (a)	Weighted-average exercise price of outstanding Options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column (a)) (c)
Equity compensation plans approved by shareholders	10,238,679	$1.70	9,565,475
Equity compensation plans not approved by shareholders	Nil	Nil	Nil
Total	10,238,679	$1.70	9,565,475

(1) All information is provided as at December 31, 2024.

The Option Plan was adopted in 2004 and amended on May 10, 2007, May 8, 2008, June 3, 2011, May 8, 2013, March 13, 2015, February 17, 2016, February 16, 2017 and March 7, 2018. The Option Plan is administered by the Board with the assistance of the MRCC in accordance with our compensation policies and the policies of the TSX.

The Option Plan currently permits the granting of Options in accordance with the terms of the Option Plan to eligible participants to purchase up to a maximum of 30,000,000 Shares (representing approximately 9.5% of the issued and outstanding Shares as of the date hereof).

No Options were granted during 2024, none have been granted or exercised since December 31, 2024, and 266,667 expired on March 13, 2025. Accordingly, as of the Record Date, there are Options to purchase 9,972,012 Shares (representing approximately 3.1% of the issued and outstanding Shares as of the date hereof) that have been granted to eligible participants and are outstanding, 10,195,846 Shares that have been issued pursuant to the exercise of Options (representing approximately 3.2% of the issued and outstanding Shares as of the date hereof), and a total of 9,832,142 Shares that will remain available under the Option Plan (representing approximately 3.1% of the issued and outstanding Shares as of the date hereof). Options which have expired, were cancelled or otherwise terminated without having been exercised are available for subsequent grants under the Option Plan. The annual burn rate of the Option Plan for the last three years has been: 2024 – nil; 2023 – nil; and 2022 – 0.15%.

The Option Plan provides that the Board may from time to time grant Options to acquire Shares to any participant who is an employee, officer or director of Western or its affiliates or a consultant to the Corporation or its affiliates. The Options are non-assignable and non-transferable otherwise than by will or by the laws governing the devolution of property in the event of death. Each Option entitles the holder to acquire one Share, subject to certain adjustments. The exercise price for Options granted pursuant to the Option Plan will be determined by the Board on the date of the grant, which price may not be less than the market value on that date. “Market value” is defined under the Option Plan as the closing price of our Shares on the TSX on the trading day immediately preceding the grant day and if there is no closing price, the last sale prior thereto. The term of the Options granted is determined by the Board, which term may not exceed a maximum of 10 years from the date of the grant. Pursuant to the Option Plan, additional terms and conditions, including vesting requirements, may be imposed by the Board on Options granted. The Option Plan does not contemplate that the Corporation will provide financial assistance to any optionee in connection with the exercise of an Option.

The maximum number of Shares that may be issued to the Corporation’s insiders and their associates pursuant to Options granted under the Option Plan within any one-year period, when taken together with the number of Shares issued to such insiders and their associates under our other previously established or proposed share compensation arrangements, may not exceed 10% of the issued and outstanding Shares on a non-diluted basis at the end of such period and, in the case of any one insider and their associates, may not exceed 5% of such issued and outstanding Shares.

The maximum number of Shares that may be reserved for issuance under Options granted to insiders and their associates under the Option Plan together with the number of Shares reserved for issuance to such insiders and their associates under other previously established or proposed share compensation arrangements may not exceed 10% of the issued and outstanding Shares on a non-diluted basis at the grant date of the Options.

Unless otherwise determined by the Board, if the holder of the Option ceases to be an eligible participant under the Option Plan:

(a) for any reason other than death, retirement, early retirement, sickness or disability, the Options held by the participant cease to be exercisable;

(b) as a result of retirement (other than early retirement), Options that are held by the participant that have vested continue in force;

(c) by reason only of early retirement as permitted under the provisions of our pension plan, Options that are held by the participant that have vested continue in force; and

(d) as a result of death, the legal representatives of the participant may exercise the Options that are held by the participant within six months after the date of the participant's death to the extent such Options were by their terms vested and exercisable as of the date of the participant's death or within the period of six months following the participant's death.

For greater clarity, no Option shall be exercisable after the expiry of the option period applicable thereto.

The Option Plan also provides that if an Option expires:

(a) within a self-imposed black-out period, the expiry date will be a date which is 10 business days after expiry of the black-out period; or

(b) within nine business days after the end of a self-imposed black-out period, the expiry date will be a date which is 10 business days after expiry of the black-out period less the number of business days between the date of expiry of the Option and the date on which the black-out period ends.

The expiry dates for black-out periods are fixed under the Option Plan and are not subject to the discretion of the Board.

The Board may, subject to securities regulators' and/or TSX and security holder approval requirements, from time to time amend, suspend or terminate the Option Plan in whole or in part. The directors also have the right, in their absolute discretion, to amend the Option Plan or any Option without shareholder approval to make the following changes:

(a) amending the time or times that the Shares subject to each Option will become purchasable by an optionee, including accelerating the vesting terms, if any, applicable to an Option;

(b) amending the process by which an optionee who wishes to exercise their Option can do so, including the required form of payment for the Shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered;

(c) amending the terms of the Option Plan relating to the effect of termination, cessation or death of an optionee on the right to exercise Options (including Options held by an insider of the Corporation);

(d) making any amendments of a typographical, grammatical or clerical nature; and

(e) making any amendments necessary to bring the Option Plan into compliance with applicable securities and corporate laws and the rules and policies of the TSX.

Shareholder approval is required for amendments that:

(a) remove or exceed the insider participation limits;

(b) remove or increase non-employee director participation limits;

(c) increase the fixed maximum number of Shares issuable under the Option Plan;

(d) extend the term of any Option;

(e) permit Options to be transferable or assignable, other than for normal estate settlement purposes; or

(f) change the amendment provisions of the Option Plan, other than where the changes are typographical, grammatical, clerical, or necessary to comply with securities and corporate laws and the rules and policies of the TSX.

OTHER INFORMATION

PERFORMANCE AND NON-INTERNATIONAL FINANCIAL REPORTING STANDARDS MEASURES

We use a number of non-GAAP measures to measure overall performance and to assess our business. Non-GAAP measures are not defined terms under IFRS and, therefore, are unlikely to be comparable to similar terms used by other issuers. Therefore, they should not be considered in isolation or as a substitute for any other financial information prepared in accordance with IFRS.

Adjusted EBITDA and ROCE are non-GAAP measures and do not have a standardized meaning under IFRS. For a discussion and calculation of adjusted EBITDA and ROCE, and how it relates to our reported net income, please see *"Non-GAAP Financial Measures"* in our Management Discussion and Analysis for the year ended December 31, 2024, which is available on the Corporation's website at www.westernforest.com.

SHAREHOLDER PROPOSALS FOR NEXT YEAR'S ANNUAL MEETING

The *Canada Business Corporations Act* permits certain eligible shareholders of the Corporation to submit shareholder proposals to the Corporation, which proposals may be included in a management information circular relating to an Annual Meeting of shareholders. Any notice of a shareholder proposal intended to be raised at next year's Annual Meeting of our shareholders must be in compliance with section 137 of the *Canada Business Corporations Act* and submitted to us at our registered office, to the attention of the Corporate Secretary, on or between December 9, 2025 and February 6, 2026, to be considered for inclusion in the management information circular for the Annual Meeting of our shareholders in 2026.

AVAILABILITY OF DISCLOSURE DOCUMENTS

Financial information is provided in our comparative annual financial statements and Management Discussion and Analysis for the financial year ended December 31, 2024.

We will provide any person or company, upon request to the Corporate Secretary of the Corporation, with a copy of this Circular and: (i) the most recent Annual Information Form of the Corporation, together with a copy of any document, or pertinent pages of any document, incorporated therein by reference; (ii) the comparative financial statements of the Corporation for the fiscal year ended December 31, 2024, together with the report of the auditors thereon; (iii) the most recent annual report of the Corporation, which includes management's discussion and analysis of financial condition and results of operations; and (iv) the interim financial statements of the Corporation for the periods subsequent to the end of its fiscal year. This information, along with other information relating to the Corporation, is also available on the Corporation's web site at www.westernforest.com or on SEDAR+ at www.sedarplus.ca.

DIRECTORS' APPROVAL

The contents and sending of the Circular have been approved by the directors of the Corporation.

By Order of the Board of Directors

"Daniel Nocente"

Daniel Nocente
Chair, Board of Directors
Western Forest Products Inc.

APPENDIX A:
MANDATE OF THE BOARD OF DIRECTORS OF WESTERN FOREST PRODUCTS INC.

1. Purpose

The Board of Directors (the "**Board**") of Western Forest Products Inc. (the "**Corporation**") directly, and through its committees, is responsible for the overall stewardship of the Corporation and is elected by the shareholders to represent and serve the interests of all shareholders of the Corporation while considering the interests of the Corporation's various stakeholders.

2. Authority and Organization

The Board retains authority over the administration of its own affairs, including:

- selecting the Chair of the Board (the "**Chair**");
- forming the following committees of the Board (and such other committees as it may appoint from time to time):
    - the Audit Committee,
    - the Management Resources and Compensation Committee (the "**MRCC**"),
    - the Nominating and Corporate Governance Committee (the "**NCGC**"), and
    - the Environmental, Health and Safety Committee,

  (each a "**Committee**" and collectively the "**Committees**"); and
- delegating powers to Committees.

The Board will appoint a competent executive management team to run the day-to-day operations of the Corporation and will oversee and supervise the management of the business of the Corporation by that team. The Board will also review the Corporation's systems of corporate governance and financial reporting and controls with the objective that the Corporation reports accurate and complete financial information to shareholders and engages in ethical and legal corporate conduct.

The Board is responsible for approving the Corporation's significant operating policies and procedures, including reviewing and approving material changes to existing policies. The Board is also responsible for monitoring the Corporation's compliance with these policies.

3. Members

The number of directors comprising the Board is determined from time to time by the Corporation's shareholders. A majority of the directors on the Board must be independent in accordance with applicable law.

The Corporation's shareholders elect directors annually to the Board. Elections are conducted in accordance with the applicable legislation and the Corporation's constating documents, including its articles and by-laws.

4. Meetings

The Board may hold such meetings as are necessary or appropriate in order for the Board to fulfill its responsibilities and the Chair should establish a meeting calendar annually. The Chair will set the agenda and may seek input from Board members and the Corporation's management in setting the agenda. The agenda and information concerning the business to be conducted at each Board meeting will be distributed to the members of the Board in advance of each meeting to permit meaningful review.

All directors are expected to attend and participate in meetings, including reviewing all meeting materials before every Board meeting.

The independent directors will meet separately after every regularly scheduled Board meeting without non-independent directors and members of management in attendance. The independent directors may also hold other meetings at such times and with such frequency as the independent directors consider necessary.

6. **Quorum**

A majority of members of the Board, present in person, by teleconference, or by videoconference will constitute a quorum.

6. Duties

The Board will:

(a) **Appointment, Supervision and Compensation of Management**

(i) *Appointments.* Appoint the Executive Officers and corporate officers of the Corporation. The term "**Executive Officer**" refers to the President and CEO ("**CEO**"), the Chief Financial Officer, the Chief Operating Officer, executive vice presidents, senior vice presidents and any other executive officer (as defined by applicable securities laws).

(ii) *CEO Position Description.* Together with the CEO, develop a clear CEO position description (including delineating management responsibilities).

(iii) *CEO Goals.* Review and approve the corporate goals and objectives that the CEO is responsible for meeting.

(iv) *CEO and Executive Officer Compensation.* Review and approve CEO and other Executive Officer compensation in light of performance with respect to the corporate goals and objectives.

(v) *Pension, Benefit and Incentive Pension Plans.* Review and approve pension, benefit, compensation, incentive and equity-based plans or policies and the designation of and grants to participants under such pension, benefit, compensation, incentive and equity-based plans or policies, as may be required by the respective plan or policy.

(vi) *Executive Officer Share Ownership Guidelines.* Review and approve share ownership guidelines applicable to Executive Officers.

(vii) *Integrity.* To the extent feasible, satisfy itself as to the integrity of the CEO and the Corporation's management team, and encourage the CEO and the management team to create a culture of integrity throughout the organization.

(viii) *Succession Planning.* Oversee, review and approve the succession planning program and process for the CEO. Annually review Executive Officers succession planning.

(b) **Risk Management**

(i) *Risk Identification.* Oversee identification of the principal risks of the Corporation's business, annually review the principal risks of the Corporation's business and ensure that appropriate procedures and systems are in place to manage, monitor and mitigate such risks.

(ii) *Internal Controls.* Review and assess the adequacy and effectiveness of the Corporation's internal control systems and management information systems and security.

(iii) *Delegation of Authority*. Develop and review delegation of authority guidelines to distinguish between areas of Board authority and those delegated to the CEO and management. The guidelines will set out matters to be presented to the Board for review.

(iv) *Compliance.* Confirm that management processes are in place to address and comply with applicable regulatory, corporate, securities and other compliance matters.

(c) Strategic Planning

(i) *Strategic Planning Process.* Adopt a strategic planning process and annually review and approve a corporate strategic plan that takes into account, among other things, the opportunities and risks of the business on a long-term and short-term basis.

(ii) *Annual Budget.* Review and approve the Corporation's annual budget.

(iii) *Operational Plans.* Review management's annual operational plans.

(iv) *Performance.* Monitor performance against both short-term and long-term strategic plans, budgets, operational plans and annual performance objectives.

(d) Shareholder Communication and Disclosure

(i) *Management Systems.* Confirm that management has established a system for effective corporate communications, including processes for consistent, transparent regular and timely public disclosure.

(ii) *Disclosure Policy.* Review and approve the adoption of a disclosure policy relating to, among other matters, the confidentiality of the Corporation's business information.

(iii) *Disclosure.* Review and approve the Corporation's financial statements, management's discussion and analysis, annual information form, information circular, sustainability report, carbon accounting report and other public disclosure documents.

(iv) *Financial and Environmental, Social and Corporate Governance ("**ESG**") Reporting.* Oversee the Corporation's compliance with applicable audit, accounting, financial, ESG and other reporting requirements and standards adopted by the Corporation.

(v) *Shareholder Reporting.* Report annually to shareholders on the Board's stewardship for the previous year.

(vi) *Shareholder Feedback.* Determine appropriate criteria against which to evaluate corporate performance against shareholder expectations and confirm that the Corporation has a system in place to receive feedback from shareholders.

(e) **Nomination, Composition and Operation of the Board and Governance Processes**

(i) *Policies and Processes.* Review and approve the Corporation's corporate governance practices, policies and procedures including a majority voting policy, a policy relating to the number of outside boards on which any one director can sit, and a policy regarding share ownership requirements.

(ii) *Nominations.* Review and approve the constitution of the Board and the appointment of Board member candidates with regard to the approved criteria for selection of Board members.

(iii) *Position Descriptions.* Review and approve position descriptions for the Chair of the Board, the Lead Independent Director, if any, and the Chair of each Committee.

(iv) *Board Committee Charters*. Annually review the adequacy of and approve changes to the Charters of each Committee.

(v) *Independence.* Approve the independence of each Board member on an annual basis.

(vi) *Director Compensation.* Review and approve director compensation (including benefits).

(vii) *Assessment.* Review the annual assessment of the effectiveness of the Board, its committees and its members.

(viii) *Code of Conduct and Conflicts of Interest.*

- Review and approve a Code of Business Conduct and Ethics (the "**Code**").
- Review and approve officer or director waivers to the Code.
- Where a waiver has been granted, determine whether disclosure of the waiver is necessary in accordance with applicable legislative or regulatory requirements.
- Review conflicts of interest of Executive Officers and plans and procedures to manage such conflicts.

(ix) *ESG Matters.* Approve the Corporation's overall general strategy with respect to ESG and monitor, review and approve, as appropriate, the Corporation's policies and practices relating to ESG matters and risks.

(f) **Environmental, Health and Safety.** Monitor and review, as appropriate, the Corporation's policies, operational controls and systems and practices relating to environmental, health and safety issues and risks.

7. In Camera Sessions

The Board will meet in in camera sessions excluding management or other third parties, following each Board meeting or as otherwise determined by the Board.

8. Adequacy of Charter

The Board will review this Charter at least annually.

9. Experts and Advisors

The Board may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Board will set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Corporation.

10. Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Board will be in writing and duly entered into the books of the Corporation. The minutes of the Board will be circulated to all members of the Board.

Dated as of May 7, 2024.