

CHAIR OF THE BOARD

1. Purpose

The Chair (the "Chair") of the board of directors of Western Forest Products Inc. (the "Corporation") reports to the Corporation's shareholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the Chief Executive Officer (the "CEO") and other Executive Officers to address the organization's responsibilities to stakeholders including shareholders, employees, customers, governments and the public. The term "Executive Officer" refers to the President and 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).

2. Key Responsibilities

The Chair will:

- Provide effective leadership that enables the Board to function independently of management.
- Establish procedures to govern the Board's work, including:
 - establish an annual calendar of Board meetings and ensure timely notice and materials are provided to Board members;
 - preside as Chair at all Board meetings or delegate such responsibility if unavailable, ensuring meetings are conducted in an orderly, efficient, and professional manner;
 - set meeting agendas in consulting with Board members and management, allocating sufficient time for meaningful discussion of all agenda items;
 - encourage full participation by all Board members and foster constructive, focused, and respectful debate;
 - facilitate consensus where appropriate and ensure clarity regarding decisions, recommendations, and follow-up actions;
 - Ensure the Board receives timely, relevant, and high-quality information and access to appropriate internal and external resources to support its work;
 - Ensure that accurate and complete minutes of Board meetings are prepared, reviewed, and approved; and
 - address complaints, questions and concerns regarding Board matters.

WESTERN

Forest Products

- Ensure that the Board carries out its responsibilities in accordance with its mandate, policies and applicable regulatory and fiduciary requirements.
- Meet with or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback arising from Board deliberations.
- Provide ongoing and constructive feedback to individual directors regarding performance, effectiveness, and contributions to the Board's work.
- Act as the primary liaison between the Board and management, fostering effective communication, mutual respect, and clarity of roles.
- Serve as a trusted advisor to the Chief Executive Officer and other Executive Officers on matters of governance, strategy, performance, and stakeholder relations.
- Advise the Nominating and Corporate Governance Committee ("NCGC") on the design and effectiveness of Board and committee structures, including the assignment of directors and the appointment of committee chairs.
- Advise the NCGC on the development and implementation of comprehensive orientation and ongoing education programs for Board members.
- Together with the NCGC coordinate the evaluation of the Board, the Chair's and each Committee chair's performance.
- Advise the NCGC on the identification and resolution of concerns relating to the performance or conduct of individual directors.
- Advise the Management Resources and Compensation Committee ("MRCC"), on the establishment of goals for the CEO, and support the monitoring and evaluation of the CEO's performance against those goals.
- Advise the MRCC, on the establishment and management of a succession program for the CEO's position.
- Preside as Chair at meetings of the shareholders.
- Work in partnership with the CEO to represent the Corporation to external stakeholders, including shareholders, the investment community, governments, Indigenous partners, and the public.
- Carry out any other appropriate activities as requested or delegated by the Board, as needs and circumstances arise.