

CANWEL BUILDING MATERIALS GROUP LTD.

ANNUAL INFORMATION FORM

MARCH 29, 2018

TABLE OF CONTENTS

GLOSSARY OF TERMS....2
CERTAIN REFERENCES AND FORWARD-LOOKING STATEMENTS....5
CORPORATE STRUCTURE....8
GENERAL DEVELOPMENT OF THE BUSINESS....8
RISK FACTORS....27
DIVIDENDS....48
DESCRIPTION OF CAPITAL STRUCTURE....48
MARKET FOR SECURITIES....49
SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER....49
DIRECTORS AND MANAGEMENT....50
CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS....53
LEGAL PROCEEDINGS....54
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS....54
TRANSFER AGENT AND REGISTRAR....54
MATERIAL CONTRACTS....54
INTERESTS OF EXPERTS....55
ADDITIONAL INFORMATION....55

APPENDIX I AUDIT COMMITTEE AND AUDITORS' FEES
APPENDIX II CANWEL BUILDING MATERIALS GROUP LTD. ORGANIZATION CHART
SCHEDULE A CANWEL BUILDING MATERIALS GROUP LTD. AUDIT COMMITTEE CHARTER

GLOSSARY OF TERMS

In this Annual Information Form, the following terms will have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

"**2017 Consolidated Financial Statements**" means CanWel's consolidated audited financial statements for the years ended December 31, 2017 and December 31, 2016;

"**ACQ**" has the meaning given to it under "Description of the Business – Products and Services – CanWel Treating Division";

"**Affiliate**" has the meaning ascribed thereto in Ontario Securities Commission Rule 45-501 - *Exempt Distributions*, on the date hereof;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), S.B.C. 2002, c.57, as amended, including the regulations promulgated thereunder;

"**BLC**" means, prior to the amalgamation of CBML, 0871180 B.C. Ltd. and Broadleaf Logistics Company on October 1, 2010, Broadleaf Logistics Company, an unlimited liability company incorporated under the laws of the Province of Nova Scotia;

"**Board of Directors**" means the board of directors of the Corporation;

"**California Cascade**" means the businesses formerly operated by California Cascade Industries and California Cascade-Fontana, Inc.;

"**California Cascade Acquisition**" means the acquisition of California Cascade by CanWel pursuant to an asset purchase agreement among CanWel, California Cascade Industries, California Cascade-Fontana, Inc., and Newco 1 and Newco 2;

"**CanWel**" or the "**Corporation**" means CanWel Building Materials Group Ltd., the successor to CanWel Holdings Corporation, continued under the CBCA, and, as applicable, its predecessor, the Fund;

"**CanWel Building Materials**" means the CanWel Building Materials Division of CanWel;

"**CanWel Fibre**" means CanWel Fibre Corp. (formerly, "Jemi Fibre Corp.");

"**CanWel Group**" means the Corporation or the Fund, as applicable, together with the operations controlled and consolidated by them, unless otherwise indicated;

"**CanWel Treating**" means the CanWel Treating Division of CanWel;

"**CBCA**" means the C*anada Business Corporations Act*, R.S., 1985, C-44, as amended, including the regulations promulgated thereunder;

"**CBML**" means CanWel Building Materials Ltd., a corporation amalgamated under the laws of the Province of British Columbia;

"**CCA**" has the meaning given to it under "Description of the Business – Products and Services – CanWel Treating Division";

"**Common Shares**" means the common shares of the Corporation;

"**Corporate Conversion**" means the conversion of the Fund from an income trust to a corporation by way of a court-approved plan of arrangement under the BCBCA on February 1, 2010;

"**Corporation**" means CanWel Building Materials Group Ltd., the successor to CanWel Holdings Corporation, continued under the CBCA, and, as applicable, its predecessor, the Fund;

"**Debentures**" means the 5.85% convertible unsecured subordinated debentures of the Corporation issued pursuant to the Indenture;

"**Debenture Offer**" has the meaning given to it under "Description of Capital Structure – Debentures";

"**Debenture Offer Price**" has the meaning given to it under "Description of Capital Structure – Debentures";

"**Debenture Redemption**" has the meaning given to it under "General Development of the Business – Three Year History – Debenture Redemption";

"**Debenture Trustee**" means BNY Trust Company of Canada;

"**Depository**" has the meaning given to it under "Description of Capital Structure – Debentures";

"**Directors**" means the directors of the Corporation from time to time;

"**Elected Amount**" has the meaning given to it under "Description of Capital Structure – Debentures";

"**ERP**" means enterprise resource planning system;

"**Fund**" means CanWel Building Materials Income Fund, which converted into the Corporation pursuant to the Corporate Conversion;

"**Global Debentures**" has the meaning given to it under "Description of Capital Structure – Debentures";

"**Honsador**" means Honsador Acquisition Corp., or the business thereof as the context may require, the parent company of the Honsador building products group of companies which is a leading distributor of building products, trusses and electrical supplies, and the largest producer of pressure-treated wood in Hawaii;

"**Honsador Acquisition**" means the acquisition of Honsador by CanWel on October 2, 2017 pursuant to a stock purchase agreement among CanWel, Honsador, et al;

"**Indenture**" means the indenture dated April 22, 2010 between the Corporation and the Debenture Trustee;

"**Jemi Fibre**" means Jemi Fibre Corp.;

"**Jemi Fibre Acquisition**" means the acquisition of Jemi Fibre by CanWel on May 13, 2016 by way of a court-approved plan of arrangement under the BCBCA;

"**Newco 1**" means California Cascade Building Materials, Inc., a company governed by the laws of Delaware;

"**Newco 2**" means Fontana Wood Treating, Inc., a company governed by the laws of Delaware;

"**NWT Acquisition**" has the meaning given to it under "General Development of the Business – Overview";

"**Pastway**" means Pastway Planing Limited, a corporation incorporated under the laws of Ontario prior to December 31, 2014, and Pastway Planing and Wood Preserving Limited Partnership;

"**Pastway Acquisition**" has the meaning given to it under "General Development of the Business – Pastway Acquisition";

"**Pastway Reorganization**" has the meaning given to it under "General Development of the Business – Pastway Acquisition";

"**Person**" means any individual, partnership, association, body corporate, trusts, trustee, executor, administrator, legal representative, government, regulatory authority or other entity;

"**TFC**" means The Futura Corporation, a corporation incorporated under the laws of the Province of Alberta;

"**TFC Group**" has the meaning given to it under "Material Contracts – TFC Securityholders Agreement";

"**TFC Securityholders Agreement**" has the meaning given to it under "Material Contracts – TFC Securityholders Agreement";

"**TFI**" means Total Forest Industries Ltd. (now doing business as TFI LP);

"**TFI Acquisition**" means the acquisition of certain assets and the business of TFI by CanWel on September 6, 2016 from a privately held arm's length vendor;

"**Treatment GPs**" means, collectively, AWP General Partner Inc. ("**AWP GP**"), EWP General Partner Inc. ("**EWP GP**"), NAWP General Partner Inc. ("**NAWP GP**"), NWWT General Partner Inc. ("**NWT GP**"), PPWP General Partner Inc. ("**PPWP GP**"), QWP General Partner Inc. ("**QWP GP**"), TFI General Partner Inc. ("**TFI GP**"), WCW General Partner Inc. ("**WCW GP**") and WPWP General Partner Inc. ("**WP GP**") each of which act as general partner of their respective Treatment LP, and have been incorporated pursuant to the laws of the Province of British Columbia;

"**Treatment LPs**" means, collectively, Alberta Wood Preservers Limited Partnership ("**AWP LP**"), Eastern Wood Preservers Limited Partnership ("**EWP LP**"), North American Wood Preservers Limited Partnership ("**NAWP LP**"), Northwest Wood Treaters Limited Partnership ("**NWT LP**"), Pastway Planing and Wood Preserving Limited Partnership ("**PPWP LP**"), Québec Wood Preservers Limited Partnership ("**QWP LP**"), Total Forest Industries Limited Partnership ("**TFI LP**"), Western Cleanwood Preservers Limited Partnership ("**WCW LP**") and Western Pacific Wood Preservers Limited Partnership ("**WP LP**"), each of which is a limited partnership formed under the laws of the Province of Manitoba pursuant to a partnership agreement dated October 2, 2006 except NWT LP, which was formed on November 24, 2011, NAWP LP which was formed on March 6, 2013, PPWP LP which was formed on December 4, 2014 and TFI LP which was formed on July 28, 2016;

"**Treatment Plants**" means the active lumber pressure treating plants, located in British Columbia (Kootenay Wood Preservers Ltd. ("**KWP**"), NAWP LP, NWT LP and WCW LP), Saskatchewan (Aallcann Wood Suppliers Incorporated ("**AWS**")), Ontario (TFI LP, EWP LP and PPWP LP) and Québec (QWP LP), as the case may be. The Treatment LPs, together with their respective general partners, the Treatment GPs, lease the land and buildings, own the equipment and operate the four lumber pressure treating plants, other than KWP, AWS, NWT LP and Pastway whose sites are wholly owned;

"**Treatment LP Vendors**" means, collectively, Alberta Wood Preservers Ltd., Eastern Wood Preservers Ltd.; Québec Wood Preservers Ltd., Western Cleanwood Preservers Ltd. and Western Pacific Wood Preservers Ltd.;

"**TSX**" means the Toronto Stock Exchange; and

"**VMI**" means Vendor Managed Inventory.

CERTAIN REFERENCES AND FORWARD-LOOKING STATEMENTS

The information disclosed in this Annual Information Form is stated as at December 31, 2017 or for the year ended December 31, 2017, as applicable, unless otherwise indicated.

Certain capitalized terms in this Annual Information Form have the meanings set out in "Glossary of Terms". Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to "$" are to the lawful currency of Canada. Unless the context indicates otherwise, all references to "**we**", "**our**", "**us**", "**CanWel**" and the "**Corporation**" refer to CanWel Building Materials Group Ltd. and, as applicable, its predecessor, CanWel Building Materials Income Fund (the "**Fund**"). All references to "**CBML**" in this Annual Information Form includes CanWel Building Materials Ltd., together with its subsidiaries and CanWel Building Materials Ltd., a predecessor company of the same name, and all references to "**CanWel Group**" refer to the Corporation or the Fund, as applicable, together with the operations controlled and consolidated by them, unless otherwise indicated. All references to "**management**" refer to directors and senior officers of the Corporation.

This Annual Information Form contains historical information, descriptions of current circumstances and statements about potential future developments and anticipated financial results. The latter, which are "forward-looking statements", are presented to provide guidance to the reader, but their accuracy depends on a number of assumptions and is subject to various risks and uncertainties. Forward-looking statements include, but are not limited to, statements made herein under the headings "Description of the Business – Products and Services" and "Risk Factors", statements with respect to financial performance, financial position, comparable entities, potential acquisitions and equity or debt offerings, new markets for growth, and other statements concerning the Corporation's objectives, its strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations, and other matters which are not historical facts.

Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or that state that certain actions, events, or results "may", "could", "would", "might", "likely" or "will be taken", "occur" or "be achieved", and the negative forms thereof. Such forward-looking statements are based on the current beliefs and expectations of management regarding the Corporation's and the CanWel Group's future growth, results of operations, compliance requirements (including environmental), performance and business prospects and opportunities, and are based on information currently available to management. These forward-looking statements reflect the Corporation's and the CanWel Group's current expectations regarding future events and operating performance and speak only as of the date of this Annual Information Form. Forward-looking statements involve significant risks and uncertainties and, by their nature, are based on the Corporation's estimates and assumptions, which are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements, and accordingly should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not or the times at or by which such results, level of activity, performance or achievements will or may be achieved.

A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to: dependence on general market economic and sector-specific conditions; sales and margin risk; supply of commodities and volatility of commodity prices; customer and vendor risks; contract performance risk; performance bond risk; litigation risk; environmental risks; the risk that insufficient availability of preservative supply may adversely impact production; risks related to changes to preservative supply formulation, consumer preferences or regulation or legislation related thereto; interest rate risks; information and enterprise resource planning ("**ERP**") system risks; risks associated with implementation, changes and/or upgrades to information systems or technology; the risk that the Corporation will be unsuccessful in implementing its growth strategies or will not succeed in managing growth appropriately; risks associated with acquisitions and their integration; risks related to CanWel Fibre, including with respect to: the timberland business and operating results, natural and man-made disasters, Aboriginal land claims, licenses and permits, laws and regulations, environmental, product demand, stumpage fees, fibre and cost activity, integration, mountain pine beetle ("**MPB**"), wood dust, conflicts of interest, uninsured risks, litigation, competition, employee retention, dependence on outside parties, third party risk, fuel and energy costs, geographic concentration, forest management and seasonality; the risk of increased

competition; the risk of insufficient availability of supply of products; inventory risks; risks associated with any failure to expand marketing and distribution channels; risks related to the importation of foreign products; risks inherent in the seasonal and cyclical nature of the CanWel Group's business; the risk of a renewal of the Canada-United States Softwood Lumber dispute and other international trade risks; product design and product liability risks; the risk that CBML is, or may become, over-leveraged; legal and regulatory risks; risks related to the Corporation's heavy dependence on the forestry industry; the risk that credit and financing will not be available to the Corporation on favourable terms or at all; currency risk; the risk of a departure of key personnel; the risk that the Corporation will be unable to finance its acquisition strategy; the risk that certain parties exercising significant control over fundamental transactions may have interests which diverge from those of other securityholders; the risk that future results of operations (including the performance of subsidiaries of the Corporation) will not permit the payment of dividends; the risk that an inability of CBML to pay its interest obligations under certain notes or to declare dividends or a return of capital may result in the Corporation being unable to declare dividends; the risk of significant and unpredictable fluctuations in the price of Common Shares; the risk to the Corporation's securityholders that in a liquidation scenario, their claims would be subordinate to claims of lenders and certain trade creditors; the risk that restrictive covenants in CBML's credit facilities could result in an acceleration of indebtedness under CBML's credit facilities and that CBML's assets may not be sufficient to repay such indebtedness; the risk that significant capital investment may be required, thereby reducing the amount of cash available for distribution to the Corporation; the risk that a lack of funds could restrict future growth; tax risks; risks associated with the introduction of new product lines; pension funding risks; risks associated with divestitures; the risk that profitability or liquidity may be adversely impacted by increased debt and interest costs; the risk of decreased product selling prices; the risk of unsatisfactory product performance; software and software design risks; the risk of unforeseen increases in operating costs; the risk of unfavourable legislative or regulatory changes; resource extraction risks; risks relating to remote operations; forestry management and silviculture risks; fire and natural disaster customer and supplier risks; key executive risks; the risk of new or revised accounting pronouncements having an unfavourable impact on the Corporation's financial statements or results of operations; and the risk that supplier and/or customer arrangements may be terminated. Factors that could cause actual results to differ materially from the results discussed in the forward looking statements also include (i) the risk that the integration of assets or entities following recently completed and/or future acquisitions, including the Jemi Fibre Acquisition, the TFI Acquisition, and the Honsador Acquisition, may result in significant challenges, and management may be unable to accomplish the integration smoothly or successfully or without spending significant amounts of time, money or other resources thereon; any inability of management to successfully integrate the operations of the combined business, including, but not limited to, information technology and financial reporting systems, any of which could have a material adverse effect on the business, financial condition and results of operations of the Corporation; (ii) the risk that revenues, profits and margins of recently acquired assets or entities may not remain consistent with historical levels or sustainable at current levels, (iii) the risk that competing firms which manufacture or distribute competitive product lines will aggressively defend or seek market share, or that existing customers or suppliers of recently acquired entities (some of whom are competitors of the Corporation) will cease doing business with such recently acquired entity or the Corporation, in each case reducing, eliminating or reversing any potential positive economic impact on the Corporation of the acquisition; (iv) the risk that any increased sales, margin, profit or distributable cash resulting from the acquisition may not be fully realized, realized at all or may take longer to realize than expected, or if realized may not be sustained; (v) the risk of disruption from the integration of the assets or entities making it more difficult to maintain relationships with customers, employees or suppliers. A further description of these and other risks associated with an investment in the Corporation can be found herein under "Risk Factors" and in the Corporation's publicly-filed documents (which are available on SEDAR at www.sedar.com). Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information may include, but are not limited to: assumptions regarding the performance of the Canadian and US economy, the relative stability of interest rates, volatility of commodity prices, more limited availability of access to equity and debt capital markets to fund, at acceptable costs, the Corporation's future plans or future growth plans, the implementation and success of the integration of completed acquisitions, the ability of the Corporation to refinance its debts as they mature, the Canadian and US housing and building materials markets, post-acquisition operation of a business, the amount of the Corporation's cash flow from operations; impact of trade disputes, government regulation, tax laws, laws and regulations relating to the protection of the environment, and the extent of the Corporation's future acquisitions and capital spending requirements or planning as well as the general level of economic activity (and the impact of macroeconomic events in other sectors such as oil and gas pricing and foreign exchange and interest rates), in Canada and the US, and abroad, discretionary spending and unemployment levels.

Given these and other known and unknown risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Although the forward-looking statements contained in this Annual Information Form are based upon what the Corporation and the CanWel Group believe to be reasonable assumptions at the time at which they were made, investors cannot be assured that actual results will be consistent with these forward-looking statements, and the differences may be material. These forward-looking statements are made as of the date of this Annual Information Form and, except as required by applicable law, the Corporation and the CanWel Group undertake no obligation to publicly update or otherwise revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Corporation is the successor to the Fund following the completion of the conversion of the Fund from an income trust to a corporation by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on February 1, 2010 (the "**Corporate Conversion**"). The Fund had been created effective May 18, 2005 when CanWel Building Materials Ltd., the predecessor to the Fund, converted into an income trust. The Corporate Conversion effectively reversed the prior income trust conversion and, on February 1, 2010, the holders of units of the Fund and the holders of Class B limited partnership units of CanWel Holding Partnership exchanged such units for common shares of the Corporation ("**Common Shares**") on a one-for-one basis. Following completion of the Corporate Conversion, the Fund, and certain subsidiary entities (including CanWel Holding Partnership and CanWel Operating Trust), were dissolved as these entities were no longer required in a corporate structure.

The Corporation was incorporated under the BCBCA on December 11, 2009 as CanWel Holdings Corporation. The Corporation changed its name to CanWel Building Material Group Ltd. in connection with its continuance under the *Canada Business Corporations Act* (the "**CBCA**") on May 11, 2010. The registered office of the Corporation is located at Suite 1500, 570 Granville Street, Vancouver, British Columbia, V6C 3P1, and its head office is located at Suite 1100, 1055 West Georgia, Vancouver, British Columbia, V6E 3P3.

Intercorporate Relationships

The chart that illustrates the structure of the Corporation and identifies material subsidiaries (including the jurisdiction of establishment/incorporation of the various entities) as of March 29, 2018 is attached hereto as Appendix II.

GENERAL DEVELOPMENT OF THE BUSINESS

OVERVIEW

The Corporation's business is carried out through its wholly owned subsidiary CanWel Building Materials Ltd. ("**CBML**") and its subsidiaries and affiliates. CBML was initially created by Canfor Corporation and Weldwood of Canada Limited as CanWel Distribution Ltd., and has been in the building materials distribution business since 1989. CBML was acquired by TFC in 1999 and CBML's common shares were initially listed on the TSX in May of 2004. Since its public listing, CanWel has grown organically and by acquisition, vertical integration and geographic expansion across Canada and the Western United States. On December 31, 2004, CBML acquired Sodisco-Howden Group Inc. (TSX) expanding its distribution business and the division was rebranded "CanWel Hardware". In May of 2005, CBML converted to an income trust structure and continued as the Fund. On October 31, 2006, the Canadian federal government announced fundamental changes to the taxation of income trusts (the "**2006 Tax Change**") which, among other things, negatively impacted the Fund's ability to execute its growth strategy. In January, 2007, the Corporation completed its acquisition of certain treating plants, announced before the 2006 Tax Change. As a result of the 2006 Tax Change, the Fund completed the Corporate Conversion in 2010. Concurrent with the Corporate Conversion, the Corporation acquired Broadleaf Logistics Company ("**BLC**"), the former building materials division of Weyerhaeuser Canada. In 2012 and 2013, CanWel expanded in Western Canada by acquiring Northwest Wood Preservers (the "**NWT Acquisition**"), and North American Wood Treaters, expanding its presence in the Northwest of British Columbia and the Greater Vancouver region, respectively. In the second half of 2013, CanWel completed the acquisition of Pastway Planing Limited, expanding its presence in Central Canada. In July, 2015, CanWel announced that it completed the California Cascade Acquisition, representing CanWel's first expansion into the United States. On May 13, 2016, the Corporation announced that it completed the acquisition of all issued and outstanding shares of Jemi Fibre, a vertically-integrated forest products company that operates primarily in British Columbia and Saskatchewan. On September 6, 2016, the Corporation completed the acquisition of the business of Total Forest Industries, a lumber pressure treating plant in Hagersville, Ontario. On October 2, 2017, the Corporation completed the acquisition of all issued and outstanding shares of Honsador, a leading distributor of building products, and electrical supplies, manufacturer of trusses and producer of pressure-treated wood in Hawaii.

THREE YEAR HISTORY[1]

California Cascade Acquisition

On July 2, 2015, CanWel announced it had acquired the assets and business of California Cascade Industries ("**CCI**"). This acquisition was CanWel's first expansion into the United States. The Corporation formed Newco 1 and Newco 2 to carry out this acquisition of the distribution business of CCI and the related planing and treating businesses. The assets of CCI are located in Sacramento, CA (distribution and planing) and Fontana, CA (treating), respectively, providing CanWel an immediate footprint in California and access to the Western US economy. On July 2, 2015, and concurrent with the California Cascade Acquisition, CanWel completed a bought deal private placement and non-brokered concurrent private placement totaling 10,435,000 subscription receipts that resulted in aggregate gross proceeds of $51,175,000 (collectively, the "**2015 Private Placements**"). Cash proceeds raised from the 2015 Private Placements and the issuance of 3,224,087 common shares to the vendors of CCI were used as partial consideration for the California Cascade Acquisition. Upon the closing of the California Cascade Acquisition, the subscription receipts issued were converted into a total of 10,435,000 common shares in accordance with their terms. Further details about the 2015 Private Placements and CCI acquisition may be found in the Corporation's press releases dated June 10 and July 2, 2015.

Jemi Fibre Acquisition

On May 13, 2016, the Corporation completed the acquisition of all issued and outstanding shares of Jemi Fibre (the "**Jemi Fibre Acquisition**"), a vertically-integrated forest products company that operates primarily in British Columbia and Saskatchewan.

Jemi Fibre was formed in 2013 in connection with a reverse takeover transaction involving Dual Enterprises Ltd. ("**Dual**") pursuant to which Dual was acquired in a share exchange transaction that resulted in the former shareholders of Dual owning approximately 75% of the outstanding shares of Jemi Fibre. Upon such closing, Jemi Fibre was listed on the TSX Venture Exchange.

After completing the reverse takeover, Jemi Fibre focused on diversifying and expanding its business, both through a series of acquisitions as well as through organic growth. By the time of the Corporation's acquisition of Jemi Fibre in May 2016, Jemi Fibre owned approximately 136,000 acres of private timberlands, strategic Crown licenses and tenures, log harvesting and trucking operations, several post and pole peeling facilities, two pressure-treated specialty wood production plants, and one specialty saw mill.

The Jemi Fibre Acquisition was completed by way of a share exchange by a plan of arrangement, pursuant to which the Corporation issued 2,529,405 Common Shares in exchange for all issued and outstanding common shares of Jemi Fibre, with the acquisition date fair value of $13,205,000, based on the closing price of the Common Shares on the TSX as at the date of the Jemi Fibre Acquisition. Jemi Fibre is now an indirect wholly-owned subsidiary of the Corporation and its operations are being integrated with the Corporation's Canadian platform pursuant to which its name was changed to "CanWel Fibre Corp." in May, 2017.

Jemi Fibre Debt Exchange

On June 30, 2016, CanWel entered into a debt exchange agreement with certain related parties of Jemi Fibre. Pursuant to this agreement, the previously outstanding balance of indebtedness owing to such parties by Jemi Fibre and certain of its subsidiaries of $4,500,000 was satisfied in full through the issuance of 955,414 Common Shares at a price of $4.71 per Common Share.

[1] A business acquisition report was filed if required by applicable law for the matters set out in this section.

Total Forest Industries Acquisition

On September 6, 2016, CanWel completed the acquisition of certain assets and the business of Total Forest Industries Ltd. ("**TFI**"), a lumber pressure treating plant in Hagersville, Ontario (the "**TFI Acquisition**"). The TFI Acquisition solidifies CanWel's presence in Ontario, complementing its treating facilities in Cambridge and Combermere. In connection with the closing of the TFI Acquisition, CanWel raised gross proceeds of $60 million in a public offering of 9,091,000 common shares by way of a bought deal prospectus financing on September 1, 2016. Partial proceeds of this financing were used for the TFI Acquisition, and the remainder generally as discussed hereafter (the "**2016 Public Offering**"). Further details about the TFI Acquisition and the 2016 Public Offering may be found in the Corporation's press release dated September 6, 2016.

Debenture Redemption

On September 30, 2016 (the "**Redemption Date**"), CanWel redeemed all of the then outstanding Debentures in accordance with the terms of the Indenture (the "**Debenture Redemption**"). The aggregate principal amount of Debentures outstanding on the Redemption Date was $43.7 million. On the Redemption Date, CanWel paid the holders of the Debentures a redemption price equal to $1,000 for each $1,000 principal amount of Debentures plus all accrued and unpaid interest up to but excluding the Redemption Date. The Redemption was partially funded by the 2016 Public Offering.

2017 Public Offering

On April 18, 2017, CanWel completed a public offering of 6,598,470 common shares by way of a bought deal prospectus resulting in gross proceeds of $40.3 million (the "**2017 Public Offering**"). Cash proceeds raised from the 2017 Public Offering were used for reducing CanWel's existing revolving loan facility, which were drawn on October 2, 2017, as partial consideration for the Honsador Acquisition, and for general corporate purposes. Further details about the 2017 Public Offering may be found in the Corporation's news release dated April 18, 2017.

2017 Private Placement

On October 2, 2017, and concurrent with the Honsador Acquisition, CanWel completed a bought deal private placement of 9,832,500 subscription receipts resulting in gross proceeds of $57.5 million (the "**2017 Private Placement**"). Cash proceeds raised from the 2017 Private Placement were used as partial consideration for the Honsador Acquisition. Upon the closing of the Honsador Acquisition, the subscription receipts issued were converted into a total of 9,832,500 common shares in accordance with their terms. Further details about the 2017 Private Placement may be found in the Corporation's news release dated September 26, 2017.

Honsador Acquisition

On October 2, 2017, CanWel entered into a stock purchase agreement with certain related parties of Honsador. Pursuant to the agreement, CanWel acquired all of the issued and outstanding common shares of Honsador for approximately USD$81.3 million in cash, including certain preliminary post-closing adjustments. The Honsador Acquisition was partially funded by the 2017 Public Offering and the 2017 Private Placement. The Honsador building products group of companies is a leading distributor of building products, trusses and electrical supplies, a diverse value-added service provider, and the largest producer of pressure-treated wood in Hawaii. The Honsador Acquisition further expands CanWel's footprint from the Western United States to Hawaii, a strategic market, and allows for potential synergies post-integration with existing company operations. Further details may be found in the News Release dated October 2, 2017.

DESCRIPTION OF THE BUSINESS

CanWel is a national distributor of construction materials and specialty and allied products and supplier of pressure treating services in Canada, and also offers building materials distribution, pressure treating and value added services through its facilities in California, servicing the Western United States and Hawaii. Additionally, through CanWel's forestry division, CanWel has timber ownership and management of private timberlands and Crown forest licenses, full service logging and trucking operations, post-peeling and wood treatment operations for the agricultural market and specialty lumber manufacturing in Western Canada.

The Canadian and US building materials distribution industries fulfil a key intermediary role by purchasing large quantities of homogeneous products from primary producers and then selling and shipping smaller, heterogeneous orders of building materials to their retail and industrial customers.

The Corporation operates through the following four operating divisions:

1. the CanWel Building Materials Division ("**CanWel Building Materials Division**");
2. the CanWel Treating Division ("**CanWel Treating Division**");
3. the CanWel US Division ("**CanWel US Division**"); and
4. the CanWel Fibre Division ("**CanWel Fibre Division**").

PRODUCTS AND SERVICES

CanWel Building Materials Division

The CanWel Building Materials Division is involved in the warehousing and distribution of a wide variety of items including lumber, treated lumber, panel boards (plywood, wafer board and oriented strand board (OSB)), specialty industrial products, siding, roofing, insulation, engineered wood products, mouldings, milled items, paneling, ceiling tiles, storage items (shelving and closet lining), caulking, adhesives, locks, fasteners, forms and drainage, decking, cedar products, fencing, railings and reinforcement bars, and includes what was formerly referred to by CanWel as the Surewood Forest Products Division.

In order to maximize inventory efficiencies and product availability, product lines are distributed from the most appropriate distribution centre based on supplier, customer and product type. Certain product lines may only be stocked by certain distribution centres, as determined by customer requirements and regional availability of product.

The CanWel Building Materials Division's product offerings are separated into two main product categories: (i) construction materials, and (ii) specialty and allied products.

Construction Materials

These products are lumber and panel products, and pressure treated lumber, panel products and building materials, that exhibit high standardization across suppliers. For example, lumber and plywood are essentially the same regardless of the producer, as opposed to the brand and quality differences seen in other products such as insulation and roofing. The homogeneous nature of commodity products limits the ability of the reseller to charge differentiated prices. However, where a distributor such as CBML can demonstrate added value to its customers, by providing payment terms, improved delivery times and logistics, unbundled sales and consistency of availability, the opportunity for increased margins is improved.

Construction materials support strategic and operational objectives of the CanWel Building Materials Division. On a strategic front, the purchasing of these products is of significant importance to the daily operations of the CanWel Building Materials Division's building supply retail client base. CBML's ability to actively participate within the commodity market enhances the CanWel Building Materials Division relationships and importance to its prime market. On an operational front, these products provide the CanWel Building Materials

Division with the ability to offer regularly scheduled delivery service to its clients at a low cost. Commodity products allow the CanWel Building Materials Division to maximize truck capacity when leaving the CanWel Building Materials Division's distribution centres, which in turn provides clients with a high degree of service, while providing sufficient scope to ensure the CanWel Building Materials Division's transportation costs are low in relative terms.

Specialty and Allied Products

These are products that have a brand presence and are a focus of the CanWel Building Materials Division. CBML has targeted this category for growth and believes that the higher margins attributable to branded products can enhance profitability. CBML's strategy is to develop this business to align itself with world-class manufacturers that require the services of CBML to have their products available in markets across Canada such as Louisiana Pacific, James Hardie, BP, Dow, AERT, IPG, Knauf, Rubbermaid, Norbord, Tolko and Weiser. Some of these products include engineered wood, cement and wood siding, specialty panel products, pine boards, nails, asphalt roofing, foam and fibreglass insulation, locks and composite decking.

The CanWel Building Materials Division is focused on increasing its market share through continued improvement of its product and service offerings. Many of the specialty allied products distributed are differentiated from competing products due to strong brand names and value-added features. The combination of these industry leading building products and services allows the CanWel Building Materials Division to provide single-sourced solutions to address the requirements of its customers.

The following table provides a breakdown of the majority of product lines and products which comprise the CanWel Building Materials Division's two main product categories, namely, construction materials and specialty and hardware products.

Product Category	Products
Construction Materials	• plywood, waferboard, and oriented strand board (OSB) • untreated lumber, eastern and western spruce-pine-fir (SPF), and studs • treated lumber - plywood, and high-end decking • cedar - fencing and railings
Specialty and Allied Products	• siding products - vinyl, hardboard, plywood, cedar siding, cement siding and vinyl lattice • roofing products - asphalt shingles, rolls, roofing nails, and coatings • insulation products - batts, boards, and film • wall systems; storage - wood and metal shelving, cedar closet lining • wood composites - alternative decking and other building materials • engineered wood products - wall and flooring systems, laminated veneer lumber, laminated strand lumber, columns and joists • structural and appearance timbers, exterior deck components, spindles, stair parts and lattice • mouldings and millwork wood and plastic mouldings • interior decorating paneling - hardboard and lumber • ceiling tiles and grid • caulking and adhesives • security - locks and passage sets • fasteners - construction nails, coloured nails, and drywall screws • forms, reinforcement & drainage products

Services provided include:

- ***Competitive Pricing through Scale Purchasing.*** Distributors have the ability to purchase substantial quantities of building materials from primary producers which enable distributors to offer more competitive pricing to retailers, builders, and industrial customers than they could achieve on their own.

- ***Inventory Management.*** Building products distributors reduce the time period required to fill customer orders by maintaining substantial inventories of building materials at strategically located distribution centres that are close to significant customer concentrations.

- ***Sales and Marketing Support.*** A national sales force to support our business partners in the sales and promotion of their products at the retail level.

- ***Logistical Support.*** The provision of logistical support to both primary producers and retailers and industrial customers is an integral part of the distribution process.

- ***Technical Design Services.*** The provision of design services to complement the sales of engineered wood, siding and decking products.

- ***Interim Financing.*** The distribution industry also provides a source of interim financing to the industry's retail and industrial customers. Primary producers of building materials typically have short payment terms while operators in the retail and industrial markets require longer payment terms, similar to those that exist with their customers.

CanWel Treating Division

CBML indirectly operates the Treatment Plants as the CanWel Treating Division. The Treatment Plants are engaged in the business of providing pressure treating services for a variety of different product groups. The Treatment Plants specialize in providing treating services for consumer lumber, as well as for wood products utilized by construction companies, public utilities and retailers. The treatment process protects wood and wood products against decay and pests.

The Treatment Plants use a variety of preservatives to carry out the treatment process, including alkaline copper quaternary ("**ACQ**"), micronized copper azole ("**CA**"), MicroPro Sienna micronized copper azole ("**MCA**"), and on a limited basis for non-consumer products, copper chrome arsenate ("**CCA**"). The preservatives used by the Treatment Plants are water-based and have been approved by Health Canada.

Description of the Treatment Process

The treatment process used by the Treatment Plants involves permeating wood and wood products with a specified preservative under pressurized conditions. The preservative is introduced into the wood or wood product (collectively, for the purposes of this section, "**wood**") by a specialized solution. Pressurized steel cylinders (also referred to as chambers) are used to force the specialized solution, namely alkaline copper quaternary, micronized copper azole or copper chrome arsenate, into the wood.

Upon customer request or product requirement, and in order to permit greater penetration of the preservative, excess moisture in the wood or wood product may first be reduced by air-seasoning, kiln drying or through a "pre-conditioning process" in the treatment cylinder itself. Once this first stage is completed (or if the wood does not require pre-conditioning), the treatment process is performed on packages of wood that have been loaded and stacked onto wheeled tram carts and then inserted into the treatment cylinder. Once a cart is inserted into the treatment cylinder, the door is sealed and a vacuum or pressurized condition is created. The preservative is then introduced into the cylinder and forced into the wood by pressure. Hydraulic pressure is maintained in the treatment cylinder until the wood has absorbed the preservative to a pre-determined level. Once the process has been completed, excess preservative is removed by vacuum pressure and returned to storage tanks.

CanWel US Division

The CanWel US Division is comprised of California Cascade and Honsador, and operates distribution, manufacturing and treating facilities in California and Hawaii, respectively. Similarly to CBML, the division is also involved in the warehousing, distribution and sale of a wide variety of items including lumber, poles, posts, shakes, shingles and other forest products, including redwood and cedar products (collectively, "**Forest Products**") as well as trusses, engineered wood, decking, fencing, specialty-branded products and accessories and other related products.

California Cascade

California Cascade also provides (i) distribution services, including truck delivery and export container loading, as applicable, (ii) the pressure and/or chemical treatment, including custom treating services of Forest Products and the sale and distribution thereof and (iii) planing, moulding, kiln drying, re-manufacturing and/or other processing of Forest Products and the sale and distribution thereof.

In order to maximize inventory efficiencies and product availability, product lines are distributed from the most appropriate California Cascade location based on supplier, customer and product type. Certain product lines may only be stocked at certain locations, as determined by customer requirements and regional availability of product.

Honsador

Honsador serves as a "one-stop shop" and trusted partner to over 3,500 customers in Hawaii through its extensive product offering of over 50,000 SKUs and value added services. Honsador evolved from a single location distributor to a multi-island leading company with 11 distribution facilities, three manufacturing and treating facilities and a buying/logistics office in Oregon, that provide building materials distribution, treating services, truss manufacturing, electrical products supply and value added services as part of its value proposition to its customers.

The diverse value-added services of Honsador in addition to those aforementioned, include performance management services, home design packages (which include the purchase of the design, framing materials, trusses, siding, roofing, cabinets, countertops, windows and doors, drywall, plumbing and electrical fixtures), and branded product offerings, several of which are unique to Hawaii. Honsador's full-scale wholesaling operations provide a further diversified building products offering. Honsador utilizes wholesaling to provide products to smaller market participants who are unable to access well-known brands due to their relatively small scale. Wholesaling is another beneficial service due to significant purchasing advantages, increased variety in product offering and product availability and flexibility to optimize inventory while maintaining exclusive relationships with well-known original manufacturers.

CanWel Fibre Division

The CanWel Fibre Division's operations consist of timber ownership and management on private timberlands and Crown forest licenses, full service logging and trucking operations, post-peeling and wood treatment operations for the agricultural market and specialty lumber manufacturing throughout Western Canada and the Western United States.

CanWel Fibre conducts its operations and offers its products and services through the following four categories:

Timber

CanWel Fibre's timber group includes fibre controlled by CanWel Fibre through its ownership of approximately 136,000 acres of private timberland (principal species include spruce, pine, cedar, balsam fir, Douglas fir and western larch species) in the East Kootenay (near Fernie and Elkford, BC) and Hazelton areas of British Columbia; its ownership of approximately 130,000 m^3 of annual Crown license in Saskatchewan; its 100% ownership of approximately 55,000 m^3 of annual Crown license in Kispiox, British Columbia; its management of a shared annual Crown license in Saskatchewan; and its ongoing acquisition in the non-renewable Crown license sales

programs in British Columbia. The majority of timber harvested by CanWel Fibre is sold to third parties through both long-term and short-term contracts with the balance supplying CanWel Fibre's wood treatment and lumber manufacturing facilities. CanWel Fibre operates wood treatment facilities (BC and SK) in addition to those operating in the CanWel Treating Division.

Logging and Trucking

CanWel Fibre's logging and trucking group consists of over 350 pieces of equipment and rolling stock. This division services CanWel Fibre's own timber supply as well as providing third party contractor services to other timberland owners and tenure holders in Western Canada.

Wood Treatment

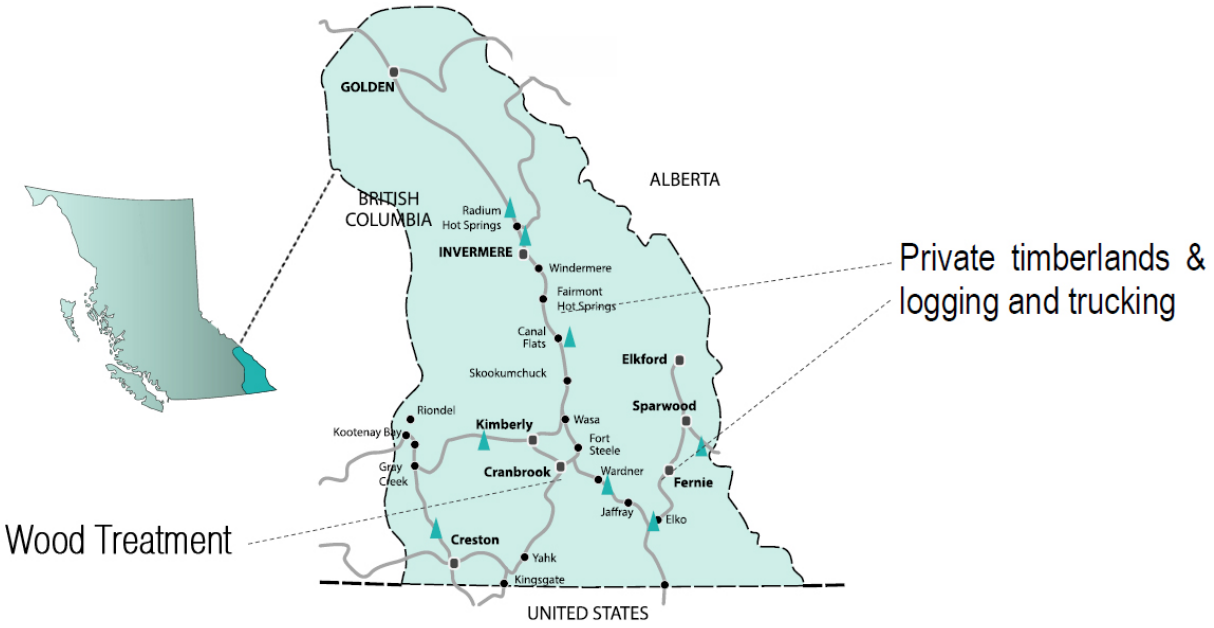
CanWel Fibre's wood treatment group manufactures treated posts and poles, primarily for fencing and crops for the agricultural markets in Western North America. The division consists of Kootenay Wood Preservers Ltd., a Cranbrook, BC based wood preserving plant with post-peeling yards, and Aallcann Wood Suppliers Inc., a Prince Albert, Saskatchewan based wood preserving plant and post-peeling yard. CanWel Fibre's wood treatment operations optimize the use of CanWel Fibre's fibre supply by generally utilizing smaller, non-sawlog sized fibre to manufacture a high-value finished product. Additionally, with the Pastway and NWT sites, the facilities offer pressure treating services, to support the planing and building products produced by the CanWel Fibre Division.

Speciality Lumber Manufacturing

CanWel Fibre's specialty lumber manufacturing group consists of its WoodEx Industries Ltd. sawmill in Edgewater, BC. Located in close proximity to CanWel Fibre's private timberlands in the East Kootenay region, although currently not operating at full capacity due to, inter alia, the ongoing softwood lumber dispute with the USA, the mill can provide an alternative and strategic outlet for a component of the division and the customers. The mill is also being re-purposed to supply product for CanWel Fibre's treating plants, with a view also to supply the CanWel US Division. Additionally, at the Pastway and NWT sites, the facilities offer lumber planing services to support the provision of input material for the treatment process.

Timberlands and Facilities

The following map indicates the British Columbia locations of CanWel Fibre's timberland assets, wood treatment facilities and logging and trucking operations in the Kootenay region of the province:



MARKETS

CanWel Building Materials Division

Collectively, through its distribution centres in 16 cities across Canada, the CanWel Building Materials Division has a significant presence across the country. There are three primary end-use markets for the CanWel Building Materials Division's products: new home construction, home renovation and manufacturing or industrial applications. Within these markets, the CanWel Building Materials Division sells a wide variety of building materials to thousands of customers, including "big box" warehouse stores, large independent chains, large co-operatives, and smaller independent chains, stores, and yards. The CanWel Building Materials Division's key products are comprised of the following two categories: construction materials and specialty and hardware products. These two categories consist of over 200 separate product lines, encompassing over approximately 20,000 stock keeping units (SKUs).

CanWel Treating Division

From seven locations across Canada, the CanWel Treating Division's market is defined by the products for which its services are provided: consumer products or wood (as the latter term is defined above) utilized by the construction, public utility and retailer business. In the consumer lumber part of the business, the Treatment Plants typically treat lumber owned by customers (often lumber wholesalers) for use in patios, decks, fencing and other outdoor applications. The Treatment Plants' customers typically supply the raw wood and the Treatment Plants apply the treatment. The treating services provided by the Treatment Plants allow wholesalers to expand their product line by offering treated wood products without having to operate treatment facilities of their own. The Treatment Plants have produced treated products destined for the majority of the retail building supply centers in Canada. In the construction, public utility and retailer part of the business, the Treatment Plants provide treating services for construction timbers, power pole cross arms and landscape ties.

CanWel US Division

California Cascade

California Cascade has a significant presence across the Western United States, servicing California, Oregon, Utah, Nevada and Arizona. Similar to the CanWel Building Materials Division, the three primary end-use markets for California Cascade's products are the new home construction, home renovation and manufacturing or industrial applications. Within these markets, California Cascade sells a wide variety of building materials to a wide variety of customers, including "big box" warehouse stores, large independent chains, large co-operatives, and smaller independent chains, stores, and yards. California Cascade's key products are also generally comprised of the construction materials and specialty and hardware products categories.

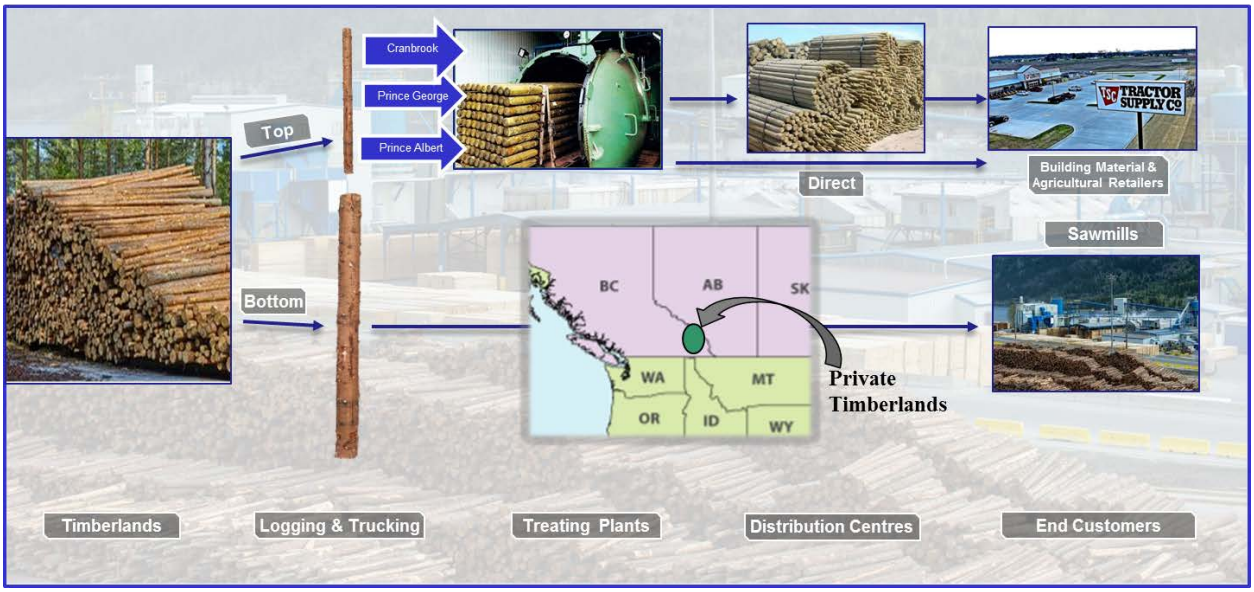
Honsador

Honsador services the building products and total construction markets in Hawaii. Long-standing and diverse supplier relationships have enabled Honsador to establish a leading product offering in Hawaii. As a result, Honsador is a leading distributor of diversified building products for the single family, multifamily, commercial and industrial, government and professional repair and remodel end markets. Honsador manufactures both roof and floor trusses for the single family residential construction market and is only one of two locations in Hawaii that provide wood treating services. Truss manufacturing and wood treating operate from three locations and are able to service all islands through the extensive distribution footprint and logistics capabilities of Honsador. Several of the value added services provided by Honsador are considered unique within the Hawaiian market and serve as barriers to entry. Additional entry barriers to entry into the in the Hawaiian market generally include, without limitation:

- complex logistics with the mainland, requiring incremental steps to service Hawaii and a high degree of coordination to deliver products on time, in the right quantities and in the right condition;
- the need for multiple locations as many customers operate on all islands so distributors need to have geographic coverage where customers are located;
- unique market of Hawaii as a result of regulations of each island and distribution being a "local" business (which favours market participants with a multi-island presence as employees have local history, experience and customer relationships that are advantages in the local Hawaiian market);
- scale of sales required to cover individual fixed costs due to the market's fragmented geography consisting of islands; and
- demand for related services as customers rely on distributors for more than just products (eg. design support, performance management services and product selection).

CanWel Fibre Division

The CanWel Fibre Division has a significant presence in Western Canada, servicing British Columbia, Alberta and Saskatchewan, as well as offering its products to Washington, Idaho, Montana, Oregon, California, Hawaii and other Western United States. The CanWel Fibre Division manages private timberlands and Crown forest licenses, and provides its services to those seeking contract to full service logging and timber harvesting activities, transportation, post-peeling and pressure treating services and sells its products to a customer range from national corporations to end users seeking building material and agricultural products, in the agricultural and building materials markets. Additionally, at NWT LP and Pastway, the division can offer pressure treating and lumber planing services for raw wood, delivering greater flexibility in input supply for the CanWel Fibre, CanWel Treating, and for the Building Materials divisions. The diagram below depicts the life cycle of CanWel Fibre products and services, and the general market for harvested products.



DISTRIBUTION METHODS

The diagram below depicts the three distribution channels for the CanWel Building Materials Division and the California Cascade.



In terms of the physical distribution of its products, the CanWel Building Materials Division receives and ships products via their distribution centres or facilitates the direct shipment of goods between primary producers and their retail and industrial customers. Shipments via the distribution centres are further distinguished as being comprised of CanWel owned product inventory or on-site VMI maintained on behalf of suppliers.

CanWel Inventory via Distribution Centres

CanWel purchases inventory from suppliers and warehouses it in CanWel warehouse facilities for re-sale to customers. When sold, CanWel will either deliver the products to customers, or the customers will attend at the warehouse facilities to pick up the inventory. Where CanWel is required to deliver products to its customers, by and large CanWel does so on a contract basis with established third party carriers, as outside of the CanWel Fibre and California Cascade divisions, CanWel does not maintain an internal transportation fleet.

VMI via Distribution Centres

Suppliers transport quantities of their own inventory to the CanWel Building Materials Division's warehouse facilities, allowing the CanWel Building Materials Division's sales staff to sell the inventory before it has been purchased by the CanWel Building Materials Division. Under this process, when sales are made to the CanWel Building Materials Division customers, the inventory is purchased from the CanWel Building Materials Division's supplier and simultaneously re-sold to the CanWel Building Materials Division's customer. This process benefits the CanWel Building Materials Division by providing access to inventory without having to commit the Corporation's working capital, while also increasing the product range the CanWel Building Materials Division can offer its customers. Additional benefits to the CanWel Building Materials Division include lower risk of fluctuating commodity pricing and the ability of the CanWel Building Materials Division to carry a larger inventory. The CanWel Building Materials Division's suppliers benefit in that the CanWel Building Materials Division may not have otherwise offered as broad a range or as large quantities of such supplier products to the CanWel Building Materials Division's customers had the CanWel Building Materials Division been required to purchase the inventory prior to re-selling it to its customers. This also allows CanWel's suppliers to be positioned closer to the end user with a more robust product assortment offering. VMI sales increase both sales volumes to the CanWel Building Materials Division's customers as well as purchase volumes from the CanWel Building Materials Division's suppliers. The major VMI product lines include lumber, plywood, siding, roofing products, hardwood plywood and treated products.

Direct Shipments

CanWel purchases products from suppliers and arranges for those products to be shipped directly to its customers. The products do not pass through CanWel warehouses and therefore do not attract warehouse movement and storage costs. Direct shipments, which are made possible due to CanWel economies of scale, offer the advantage to CanWel's customers of being faster than traditional sales methods. Additionally, CanWel's customers and suppliers may be in close proximity, thereby reducing transportation costs by having goods shipped directly from CanWel's supplier to CanWel's customer without first going through a warehouse facility.

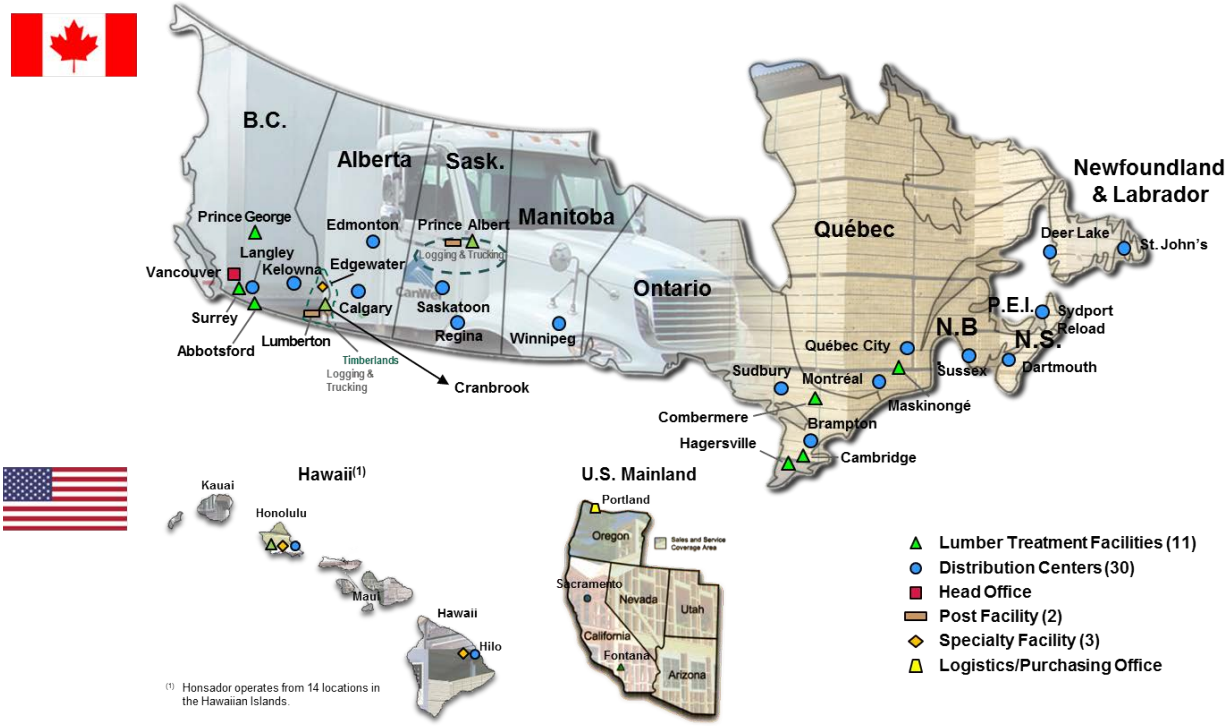
Facilities

CanWel has operations located from coast-to-coast throughout Canada, as well as located in the states of California and Hawaii. Additional detail on CanWel's Canadian and US locations is set out below on our regional maps as well as a detailed list of facility locations.

CanWel Fibre Division

CanWel Fibre's timber operations are focused in the Kootenay and Central Interior regions of British Columbia, and in central Saskatchewan. In each of these locations, CanWel Fibre has made significant investments in harvesting equipment and production capacity, providing vertical integration and maximum optimization of its manufacturing facilities.

Facilities – Canada and United States



CanWel has operations located from coast-to-coast throughout Canada as well as the state of California and Hawaii. The map above indicates the locations of the CanWel office, distribution and warehouse facilities, as well as the location of the Treatment Plants in Canada. The map also indicates the locations of the distribution, warehousing, planing, treating and office facilities of the California Cascade and the primary Honsador locations, as well as an outline of its primary sales and service coverage area in the Western United States. Honsador's operations are focused on serving all of the islands of Hawaii with 14 facilities on four of the five main islands of Hawaii. In addition, Honsador also operates a mainland purchasing/logistics office in Portland, Oregon.

The following table sets forth certain information with respect to CanWel's operational distribution, warehouse, treating plants, lumber manufacturing, and office facilities as at March 29, 2018.

CanWel Building Materials Division Locations	Function	Property Status
Deer Lake, NL[(1)]	Distribution, Warehouse and Office	Leased
Mt. Pearl, NL	Distribution, Warehouse and Office	Leased
Sydport, NS	Distribution and Warehouse	Owned
Dartmouth, NS	Distribution, Warehouse and Office	Leased
Sussex, NB	Distribution, Warehouse and Office	Leased
Québec City, PQ[(1)]	Distribution, Warehouse and Office	Leased
Blainville, PQ[(1)]	Distribution, Warehouse and Office	Leased
Brampton, ON[(1)(2)]	Distribution, Warehouse and Office	Leased
Winnipeg, MB[(1)]	Distribution, Warehouse and Office	Leased
Sudbury, ON	Distribution, Warehouse and Office	Leased
Regina, SK	Distribution, Warehouse and Office	Leased

Saskatoon, SK[(1)]	Distribution, Warehouse and Office	Leased
Edmonton, AB	Distribution, Warehouse and Office	Leased
Calgary, AB	Distribution, Warehouse and Office	Leased
Kelowna, BC[(1)]	Distribution, Warehouse and Office	Leased
Langley, BC	Distribution, Warehouse and Office	Leased
Vancouver, BC	Head Office	Leased
CanWel Fibre Division Locations	**Function**	**Property Status**
Cranbrook, BC	Treating Plant, Warehousing and Office	Owned
Prince George, BC	Treating Plant, Planing, Warehousing and Office	Owned
Edgewater, BC	Lumber Manufacturing and Office	Owned
Prince Albert, SK	Treating Plant, Warehousing and Office	Owned
Combermere, ON	Treating Plant, Planing, Warehousing and Office	Owned
CanWel Treating Division Locations	**Function**	**Property Status**
Maskinongé, PQ[(1)]	Treating Plant, Warehousing and Office	Leased
Cambridge, ON[(1)]	Treating Plant, Warehousing and Office	Leased
Hagersville, ON	Treating Plant, Warehousing and Office	Leased
Surrey, BC	Treating Plant, Warehousing and Office	Leased
Abbotsford, BC	Treating Plant, Warehousing and Office	Leased
CanWel US Division – California Cascade Locations[(3)]	**Function**	**Property Status**
Sacramento, California	Distribution, Warehousing, Planing and Office	Leased
Fontana, California	Treating Plant, Warehousing and Office	Leased
CanWel US Division – Honsador Locations[(4)]	**Function**	**Property Status**
Honolulu, Hawaii	Distribution, Warehousing, Treating Plant, Truss Plant, and Office	Leased
Hilo, Hawaii	Truss Plant, Distribution	Leased
Portland, Oregon	Purchasing, Logistics	Leased

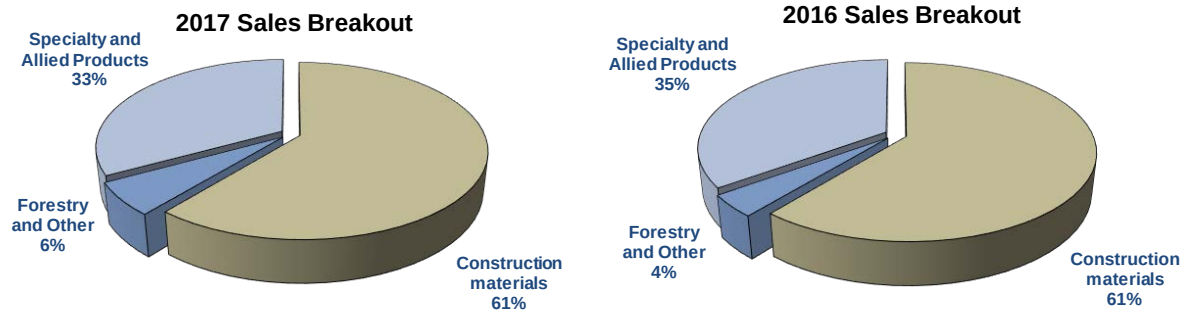
Notes:

(1) Landlord is a related party. See Note 29 to the 2017 Consolidated Financial Statements.
(2) CanWel has a secondary distribution and warehouse facility in Brampton, leased from an arm's length third party.
(3) California Cascade leases are with entities affiliated with former directors and officers of Newco 1 and Newco 2, resulting from the California Cascade Acquisition. See Related Party Transactions in the 2017 Consolidated Financial Statements.
(4) Honsador has 11 other smaller sites in Hawaii that are not listed in the table.

SALES

Sales of CanWel's products or services which accounted for more than 15% of its total consolidated revenue for 2017 are set out below. Notwithstanding that Specialty and Allied Product sales stayed flat or declined on a percentage basis year over year, they actually increased on a dollar basis in 2017 over 2016.

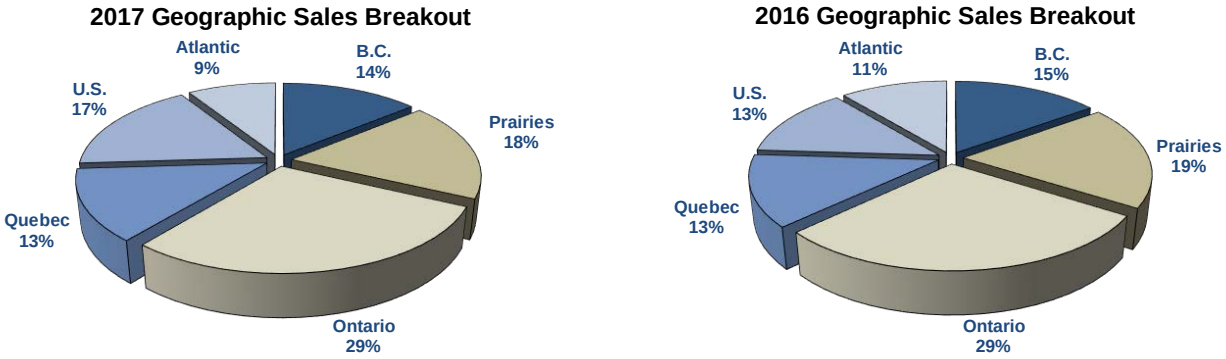
Sales by Product Category



The principal markets for CanWel's major product lines correspond to the locations of the various distribution centres. It is economical and efficient to have warehouses storing inventory as close to major concentrations of customers as possible. In 2017, approximately 83% of CanWel's sales were made in Canada (2016 – 87%).

The breakdown of sales by CanWel in 2017 and 2016 are illustrated below.

Sales by Geographic Region



SUPPLIERS

CanWel's supplier base consists of approximately 3,700 separate suppliers across all product lines sold by CBML and Honsador. In 2017, the largest supplier represented 10% of CanWel's total purchases and the top five suppliers represented approximately 32% of total purchases. The remaining 58% of total purchases by CanWel were spread across CanWel's other suppliers. The majority of CanWel's purchases are made in Canada and CanWel makes relatively few purchases from the United States or abroad, other than in connection with the operations of the CanWel US Division.

COMPETITIVE CONDITIONS

CanWel faces competition from one or more competitors in all geographic areas where its distribution centres are located, whether in Canada or the United States. CanWel competes with many local, regional and national distributors, product manufacturers that engage in direct sales and, to a lesser extent, mass merchandisers. CanWel's competition varies by product line, customer classification and geographic market.

CanWel Fibre operates in a highly competitive business environment in which companies compete, to a large degree, on the basis of price and also on the basis of service and ability to provide a steady supply of products over the long term. There are many suppliers of softwood and hardwood logs, logging and trucking services, wood treatment services and speciality lumber located in Western Canada. Management believes that CanWel Fibre may also be subject to increased import competition from worldwide suppliers of forest products. See "Risk Factors – Competition".

BRANDING AND INTELLECTUAL PROPERTY

CanWel's divisions have branded products in the industrial, siding, mouldings and millwork, paneling, storage, fasteners, treated lumber, building materials product lines and hardware. This branding provides these divisions with an advantage over most of its competitors in the marketplace by allowing these products to be favourably differentiated in the marketplace, improving customer loyalty (by also providing customized packaging and shipments) and improving product gross margins. The CanWel Building Materials Division also produces private label brands for its customers, such as RONA.

Management believes that several of the trademarks, names and logos owned by CBML enjoy significant brand recognition and market awareness throughout the Canadian building materials industry. As a result, CBML takes an active approach to protecting its brand identities. CanWel has registered trademarks in Canada for several of its owned and licensed brand names, logos and designs, including the name, design and logo for CanWel.

SEASONAL AND CYCLICAL NATURE OF THE BUSINESS

CanWel's business cycle is both seasonal and cyclical. CanWel's business is seasonal and fluctuates in advance of the normal building season. Inventory is increased during the fourth quarter and first half of the year in anticipation of the building seasons, and the busy selling season begins in the last half of the first quarter and extends to the end of the third quarter. CanWel is seeking to lessen the impact of such seasonality in its operations and sales, and is accomplishing increased shoulder season sales (prior to the busy selling season) through an increased emphasis on sales of interior building products such as decorative paneling, mouldings, decorative door handles and locks. Additionally, suppliers are enabling CanWel to procure inventory earlier in the sales cycle with purchasing incentives. CanWel's recent expansion into California, Hawaii and the Western United States through its CanWel US Division is also expected to help reduce the impact of Canadian seasonality due to the more level nature of the building season in the more temperate and tropical climates of California and Hawaii, respectively.

CanWel's sales also fluctuate in accordance with macroeconomic factors and housing starts. CanWel's sales that relate to new housing construction tend to follow new housing starts, which vary with, among other things, interest rates, employment levels and general economic activity. Housing renovation also indirectly accounts for a large portion of customer purchases from CanWel. Housing renovation tends to be less sensitive to changes in interest rates and partially mitigates the cyclical effect of interest rate changes on CanWel's sales levels.

CanWel Fibre's timber business is seasonal. Harvesting activity is highest during the winter months with a significant decrease in activity during the spring. This seasonality is driven by road and ground conditions. During the winter months, the frozen ground provides a solid base for the harvesting and hauling equipment but excessive snow depth or frigid temperatures may be detrimental to harvesting and hauling activities. During the spring, muddy and soft ground conditions lead to reduced activity and low harvest levels. As the ground dries in the early summer, harvesting activity resumes and is consistent during the summer and fall, but may be subject to fire season closures or impacts. Working capital requirements are highest during the first quarter and lowest at the end of the second quarter. While customers accept wood deliveries year round, most customers match their buying patterns to the harvesting patterns and purchase significant wood inventories while the ground is frozen during the winter months. See "Risk Factors – Seasonality".

FOREST REGULATION

CanWel Fibre's timberland assets are primarily in British Columbia and Saskatchewan, and are subject to the requirements of such provinces respectively. In British Columbia, Crown land comprises more than 90% of all land. Under the *Forest Act* (British Columbia) (the "**Forest Act**") and the *Forest and Range Practices Act* (British Columbia) (the "**FRPA**"), the Ministry of Forests, Lands and Natural Resource Operations (the "**Ministry of Forests**") regulates forestry operations on these lands and grants various forms of timber tenures to provide the private sector with secure access to forest resources. The majority of Crown timber is subject to medium to long-term harvesting tenures. The provincial government in British Columbia is responsible for setting the allowable annual cut ("**AAC**") on timber tenures, approving Forest Stewardship Plans and cutting permits that authorise specific harvesting activities, determining the stumpage applicable to harvested timber, and compliance and enforcement.

Over half of Saskatchewan's land base is forested, representing 34 million hectares, of which over 90% is owned by the Government of Saskatchewan. The "commercial forest zone" in Saskatchewan comprises 11.7 million hectares, of which 5.3 million hectares are classified as productive forest land, generating an AAC of 8.2 million cubic metres. The primary governing legislation is the *Forest Resources Management Act* (Saskatchewan) (the "**Forest Resources Act**") and the *Forest Resources Management Regulations* (Saskatchewan) (the "**Regulations**"). The Saskatchewan Ministry of Environment's Forest Service (the "**Forest Service**") regulates forestry operations on provincial lands and grants timber tenures. As is the case in British Columbia, the provincial government in Saskatchewan is responsible for setting the AAC on timber tenures, approving forest management plans, annual operating plans, issuing permits, licences and forest management agreements, and managing compliance and enforcement. Saskatchewan has a well-established and competitive forest industry that, in normal market conditions, generates over $1 billion in forest product sales and over $800 million in exports.

In British Columbia, long-term harvesting rights are typically granted in the form of replaceable forest licences or tree farm licences. The Ministry of Forests issues replaceable forest licences for a term of up to 20 years and replaceable tree farm licences for a term of 25 years, and, subject to satisfying certain performance criteria, the Ministry of Forests must offer the licences for replacement for additional terms of 15 years in the case of a replaceable forest licence, and of 25 years in the case of a tree farm licence. Compliance with applicable forest legislation and the prompt payment of dues, fees and stumpage charges form the basis of the performance criteria. See "Risk Factors – Licenses and Permits, Laws and Regulations".

In Saskatchewan, the Ministry of Environment, via the Forest Service, regulates forest use on Crown lands, using several types of licences and permits, with varying rights and responsibilities. The longest form of tenure in Saskatchewan takes the form of a forest management agreement, a "rolling" 20-year agreement conferring long-term harvesting rights for a specific volume of timber from a defined area, as well as responsibilities for long-term sustainable forest management.

Timber tenures in British Columbia and Saskatchewan require the payment of a fee, commonly known as "stumpage" in British Columbia and "timber dues" in Saskatchewan, for timber harvested pursuant to its terms. Stumpage in British Columbia is primarily based on log pricing established through an open market auction for standing timber administered by BC Timber Sales, a Crown agency.

In Saskatchewan, timber harvesters pay dues to the Government of Saskatchewan in exchange for harvesting trees from publicly owned provincial forests. The amount paid is based on the actual volume of wood harvested. The dues for each class of timber consist of a base amount, set out in Saskatchewan regulations, plus an incremental amount. This incremental amount varies, depending on market prices for certain forest products such as lumber, oriented strand board and hardwood pulp. When the price for the particular product goes above a 'trigger price' set in regulation, incremental amounts are assessed on the timber harvested. These amounts are adjusted quarterly, using the market prices from the previous three months. The Saskatchewan "Quarterly Dues and Fees Table" lists the applicable dues, and is updated on the Monday before the start of each quarter.

Timber tenures in British Columbia and Saskatchewan also require the holder to carry out reforestation to ensure re-establishment of the forest after harvesting. Reforestation after harvesting is critical to long-term forest health, and ensures a steady supply of timber for the forest industry. Forest renewal activities will vary depending on the site, nature of tenure and contractual arrangements. Some areas are prepared and planted with seedlings, while others may be disturbed with equipment to encourage regrowth, or left to regrow naturally. Forest companies like CanWel Fibre plan these activities before they harvest the site, as part of their required planning.

In Saskatchewan, the forest industry is required to make sure that all harvested sites are reforested promptly. The Government of Saskatchewan, through the Forest Service, sets standards that companies must meet or exceed, as well as requirements for the survey data they must collect, and when. The Government of Saskatchewan is responsible for renewing areas that predate existing agreements.

Reforestation projects in British Columbia and Saskatchewan are planned and supervised by CanWel Fibre staff and are subject to approval by relevant government authorities. CanWel Fibre's timber harvesting operations are carried out by CanWel Fibre's logging and trucking division CanWel Fibre's timberland assets include fee simple interests in approximately 136,000 acres of private timberlands in British Columbia. Unlike timber tenures, private timberlands are generally not subject to stumpage fees or limits on harvest volumes or areas. See "Forest Management".

FOREST MANAGEMENT

CanWel Fibre is responsible for the management of forest resources under its tenures in accordance with the requirements of applicable laws. CanWel Fibre manages all of the Crown timberlands on which it conducts harvesting operations on a sustainable harvest basis, which means that the volume of timber harvested over a rotation period (typically 70-100 years) is generally planned not to exceed the volume of incremental growth over the same period. Where required by contract or statute, CanWel Fibre reforests all Crown lands in British Columbia that it harvests in accordance with the standards required under the FRPA.

CanWel Fibre participates in the Managed Forest Program for its British Columbia private timberlands administered through the Managed Forest Council (the "**Council**"), an independent British Columbia agency, to maintain forest practice standards in accordance with the objectives set out in the *Private Managed Forest Land Act* (British Columbia) and associated regulations (the "**PMFLA**").

The Managed Forest Program conducts inspections on all private managed forests at least once every five years in support of Council's mandate to monitor forest practices related to soil conservation, water quality, fish habitat, reforestation and critical wildlife habitat. The inspection program provides ongoing accountability by ensuring that key values are managed and protected to the high standards expected of the program.

The forests on CanWel Fibre's timberlands are at risk of damage from natural and human-caused forest fires. The BC Wildfire Service provides fire suppression services for which CanWel Fibre is assessed an annual fee based on the size of acreage. CanWel Fibre prepares an annual emergency preparedness and response plan and crews at each respective location and maintains fire-fighting equipment caches for each applicable operation, as may be necessary. Its forestry and logging staff are trained and equipped to suppress wildfires and assist governmental personnel as necessary. See "Risk Factors – Natural and Man-Made Disasters" and "Risk Factors – Forest Management".

CanWel Fibre's private timberlands are largely unaffected by the MPB infestation due to their topographical location (mountain range barrier), however there can be no assurance that an MPB infestation may not occur. See "Risk Factors – Mountain Pine Beetle".

ABORIGINAL MATTERS

The existence of Aboriginal title or rights over substantial portions of British Columbia, potentially including the areas of CanWel Fibre's timber tenures and private timberlands, has created uncertainty with respect to property rights and natural resource development in British Columbia. In 1997, the Supreme Court of Canada (the "**SCC**") determined that Aboriginals may possess rights in respect of land used or occupied by their ancestors where treaties have not been concluded to deal with those rights. Such treaties cover very few areas of British Columbia. In Saskatchewan, however, virtually all of the commercial forest is covered by treaties, resulting in added legal certainty for the forestry industry.

In 2014, the SCC confirmed that, in certain circumstances, the Crown must consult with and, when appropriate to do so, accommodate Aboriginal groups by minimizing interference with their interests. To date, there has been only one case finding Aboriginal title in British Columbia, where Aboriginal title was found to be held by the Tsilhqot'in Nation in respect of an area that is less than 0.2% of British Columbia (the "**Tsilhqot'in Decision**"). While CanWel Fibre does not operate in the area involved in the Tsilhqot'in Decision, the SCC's ruling may lead other Aboriginals groups in British Columbia and other Canadian provinces to pursue Aboriginal title in their traditional land-use areas. Although this has created uncertainty, at this time CanWel Fibre does not expect that the SCC decision will lead to any fundamental changes in how its conducts its lumber and sawlog operations.

CanWel Fibre relies on the Crown to adequately discharge obligations to Aboriginals in order to preserve the validity of actions dealing with public rights, including the granting of Crown timber harvesting rights. The negotiation of treaties with Aboriginals and further judgments of the courts may alleviate this uncertainty. However, as the jurisprudence and government policies respecting Aboriginal title and rights and the consultation process continue to evolve, CanWel Fibre cannot at this time predict whether Aboriginal claims will have a material adverse effect on its lands or timber harvesting rights, on its ability to exercise or renew them or on its ability to secure other timber harvesting rights in the future. See "Risk Factors – Aboriginal Land Claims".

ECONOMIC DEPENDENCE

In 2017 CanWel sold greater than 10% of its sales to two customers. Please see note 34 to the 2017 Consolidated Financial Statements. Loss of sales to these customers could be material to CBML. See "Risk Factors – Customer Risk".

EMPLOYEES

CanWel employed 1,188 persons as at December 31, 2017. Of these, 389 work for the CanWel Building Materials Division of which 35 are unionized at two separate locations. The CanWel Treating Division employs 201 persons of which 87 are unionized at three locations. The CanWel US Division employs 405 persons at 16 non-unionized locations. The CanWel US Division is comprised of California Cascade Building Materials and Honsador. California Cascade employs 143 persons at two locations and does not have any unionized employees. Honsador employs 262 employees at 14 locations and has 54 unionized employees. The CanWel Fibre Division employed approximately 193 employees at six locations and does not have any unionized employees. In the opinion of management, CanWel has a good relationship with its employees.

ENVIRONMENTAL PROTECTION

CanWel is committed to operating its facilities in an environmentally responsible manner. CanWel's business activities are regulated and subject to federal, provincial, state, municipal and local environmental and occupational health and safety laws and regulations. These provisions also address numerous requirements, including in respect of discharges to air or water, wastewater and stormwater discharge, storage and handling of chemicals and hazardous materials and cleanup of contaminated soil and groundwater. The Corporation believes that it is in material compliance with applicable laws and regulations. Under applicable environmental laws, the Corporation could be potentially responsible for cleanup of contamination at owned or leased facilities caused by its operations or, potentially, by the past operations of others. See "Risk Factors – Environmental Risks – Leased Properties" and "Risk Factors – Environmental Risks – Owned Properties".

The wood preservation industry in Canada uses preservatives that are regulated under the *Canadian Environmental Protection Act* ("**CEPA**") administered by Environment Canada and the *Pest Control Products Act* regulated by the Pest Management Regulatory Agency, Health Canada. All of CanWel's Canadian treating plants are certified by Environment Canada through Wood Preservation Canada, and the Canadian Wood Preservation Certification Authority ("**CWPCA**"). The CWPCA program has been endorsed by a steering committee which includes Environment Canada, Health Canada and the Pest Management Regulatory Agency, Health Canada.

The Corporation has incurred, and will continue to incur, capital expenditures and operating costs to comply with environmental protection and compliance requirements laws and regulations, including as a result of any potential contamination on any sites, which are not expected to have material financial or operational effects on CanWel or our competitive position. However, such requirements and anticipated or potential liabilities are subject to substantial uncertainty and there can be no assurance that environmental liabilities or compliance or cleanup requirements will not increase or develop in the future beyond management's current expectations, which may result in a material adverse effect on the Corporation's financial condition and results of operations. See "Risk Factors – Environmental Risks – Leased Properties" and "Risk Factors – Environmental Risks – Owned Properties".

Environmental Matters – CanWel Fibre

CanWel Fibre's operations are subject to a wide array of federal, provincial and municipal environmental legislation and the respective regulations thereunder. CanWel Fibre uses an environmental management system to ensure its operations are in compliance with environmental laws and regulations. CanWel Fibre receives annual audits on its private managed forests by the Council which monitors forest practices related to soil conservation, water quality, fish habitat, reforestation and critical wildlife habitat.

CanWel Fibre's private timberlands meet the performance standards set out in the PMFLA. These results-based regulations place the onus on private landowners to conduct their operations in a manner and through practices which best protect the key public environmental values of water quality, fish habitat, critical wildlife habitat and soil conservation.

CanWel Fibre operates four pressure treating plants. The wood preservation industry in Canada uses preservatives that are regulated under the CEPA administered by Environment Canada and the *Pest Control Products Act* (Canada) regulated by the Pest Management Regulatory Agency, Health Canada. All of CanWel Fibre's treating plants are certified by Environment Canada through Wood Preservation Canada, and the CWPCA. The CWPCA program has been endorsed by a steering committee which includes Environment Canada, Health Canada and the Pest Management Regulatory Agency, Health Canada. See "Risk Factors – Environmental".

FOREIGN OPERATIONS

CanWel is actively involved in US markets through its CanWel US Division (although CanWel also sells into the US from its Canadian divisions, it is on a limited, non-material basis), which represented approximately 17% of the Corporation's sales in 2017 (2016 – 13%). CanWel's reliance on these markets means that the Corporation is exposed to downturns in the US federal and state economies, weather patterns in the US, government regulatory or protectionist actions by US legislative representatives or bodies, or other political developments, any of which could have a potential adverse impact on CanWel's financial results. Additionally, these operations are subject to foreign exchange risks. See "Risk Factors – Foreign Currency Risk".

RISK FACTORS

Risks Relating to the Business

The following are certain risk factors relating to CanWel, which for greater certainty, includes risks associated with the business of CanWel's subsidiaries. The following information is a summary only of certain risk factors. These risks and uncertainties are not the only ones facing CanWel. Additional risks and uncertainties not currently known, or that are currently considered to be immaterial, may also adversely affect the operations of CanWel. If any risks actually occur, the business, financial condition, or liquidity and results of operations of CanWel (the "**Business**"), and the ability of the Corporation to make distributions on the Shares, could be materially adversely affected.

Dependence on Market Economic Conditions

Demand for CanWel's products depends significantly upon the home improvement, new residential and commercial construction markets. The level of activity in the home improvement and new residential construction markets depends on many factors, including the general demand for housing, interest rates, availability of financing, housing affordability, levels of unemployment, shifting demographic trends, gross domestic product growth, consumer confidence and other general economic conditions, in both Canada and the USA. The level of activity in the commercial construction market depends largely on vacancy and absorption rates, interest rates, regional economic outlooks, and the availability of financing and general economic conditions. Consequently, the level of activity in the commercial, new residential and home improvement construction markets is determined by factors that are not within CanWel's control. Also, since such markets are sensitive to cyclical changes in the economy, future downturns in the Canadian and/or United States economies, or lack of further improvement in these economies, could have a material adverse effect on the Business.

During 2008, CanWel's results of operations were adversely affected by the downturn in residential and commercial construction activity primarily in Canada, and indirectly by the downturn in the United States, which generally continued through 2013. The Canadian economy has been generally underperforming economists' expectations. A prolonged continuation of the current conditions or and any future downturns in the markets that CanWel serves, or in the Canadian and U.S. economies generally or as a result of unwinding of fiscal or economic stimulus, will have a material adverse effect on CanWel's operating results, liquidity and financial condition. Reduced levels of home improvement, home renovation, new residential and commercial construction activity may result in continued intense price competition among building materials suppliers, which may adversely affect CanWel's gross margins.

Although management is taking proactive steps in response to the current economic conditions, including maintaining a tight control over expenses and improving operational efficiency and diversifying markets, no assurance can be provided that CanWel's responses to economic conditions, or the Canadian and U.S. governments' attempts to stimulate the economy and subsequently facilitate a return to normalcy in capital and credit markets, will be successful.

Sales and Margin Risk

As a distributor, CanWel's profitability depends on its ability to maintain and grow sales to its customers and to sustain its profit margins. If CanWel's cost of goods increases, for example through increased prices from suppliers for products or increases in commodity prices for products CanWel has already agreed to sell, if commodity selling prices fall below CanWel's purchased cost, if operating costs increase, or if competitors compete more aggressively with CanWel, its sales or margins, or both, would be adversely affected.

The intensely competitive market in which CanWel conducts its business may require it to reduce its prices. If competitors offer discounts on certain products or services in an effort to capture or gain market share or to sell other products, CanWel may be required to lower prices or offer other favourable terms to compete successfully. Any such changes would reduce CanWel's margins and adversely affect the Business.

Some of CanWel's competitors may bundle products that compete with those of CanWel's for promotional purposes or as a long-term pricing strategy or provide guarantees of prices and product implementations. These practices could, over time, limit the prices that CanWel can charge for its products. If CanWel cannot offset price reductions with a corresponding increase in sales or with reduced expenses, then CanWel's margins and the Business would be adversely affected.

CanWel competes directly with other distributors for both suppliers and customers. Direct competitors are primarily local and national distribution businesses. Most competitors lack CanWel's size, geographic diversification and financial strength. However, new competitors may enter the distribution market in the future. Additionally, existing or future competitors may succeed in entering and establishing successful operations in new geographic markets prior to CanWel's entry into those markets, or as CanWel exited sites and/or product lines organically, or due to the CanWel Fibre, California Cascade and Honsador acquisitions and integration. If existing or future competitors seek to gain or retain market share by reducing margins on goods sold, CanWel may also be required to reduce margins, which would in turn reduce revenue and harm operating results and financial condition.

Supply of Commodities and Volatility of Commodity Prices

The financial performance of CanWel is directly influenced by the cost of certain commodity products, such as plywood, oriented strand board, panel boards and lumber, which are subject to significant volatility. There can be no assurance that CanWel's manufacturers or suppliers will continue to have these commodity products available to them at reasonable prices, or that significantly increases in the costs of such commodities or significant decreases in pricing negatively impacting revenues and margins will not materially adversely affect the operations of CanWel. Sudden changes in commodity prices may adversely impact the Business, and such pricing fluctuations may have a negative impact on previously-booked sales orders or future sales of CanWel.

Customer Risk

Although CanWel distributes to several thousand customers, sales to CanWel's two largest customers comprised greater than 10% of CanWel's total sales for the year ended December 31, 2017. Furthermore, as is customary in the building materials/distribution industry, CanWel does not typically enter into long term contracts with any of its major customers. In addition, following completion of CanWel's acquisition or dispositions, there is a risk that some of the acquired, potential or existing customers of CanWel may reduce or eliminate the amount of business that they do with the resulting entity for a number of reasons, including, but not limited to, to diversify the number of distributors that they obtain products from, or to facilitate consolidated purchases across product lines no longer available from CanWel or resulting from dissatisfaction with such transactions, or to generally ameliorate perceived, or actual, business risks. The loss of any of CanWel's major customers or any significant number of existing customers of CanWel could have a material adverse effect upon CanWel's results of operations and financial condition. In addition, a number of competitors in the hardware distribution industry are significant customers of CanWel. Such customers could elect to take action against CanWel, as result of their perception that the hardware business was sold to an entity competitive with their own businesses. Any such action could have a materially adverse effect on the Business.

Renewals of Supply and Customer Arrangements Are Not Guaranteed

The majority of CanWel's supply and customer arrangements vary significantly in length. Most arrangements are for individual purchase orders and are satisfied upon delivery of the goods to the customer. Some arrangements involve customers purchasing goods several months in advance of delivery. These arrangements, known as bookings, vary in length but are generally less than nine months long. There can be no assurance that these customers will renew their bookings or continue to place purchase orders with CanWel, which could have a material adverse effect on the Business.

Contract Performance Risk

In the normal course of business, CanWel contracts with numerous parties for a variety of services and commercial transactions. Each of these contracts are subject to risks that the counterparty may fail to perform pursuant to the terms and conditions of the contract due to, *inter alia*, risks inherent of each business of such counterparty. When a counterparty fails to perform, there can be no assurance that CanWel may be able to mitigate any losses that result from such failure to perform and/or prevent any collateral losses, which could have a material adverse effect on the Business.

Performance Bond Risk

Honsador is specialized in providing (surety) performance bonds in the construction industry in Hawaii. A performance bond is a bond that guarantees that a bonded contractor will perform its obligations under the construction contract in accordance with the contract's terms and conditions. As the surety, Honsador is not liable for more than the total amount of the performance bond but may become involved as a third party to any litigation between a contractor and owner of a construction project. While Honsador monitors these bonds diligently and has not incurred any material losses, there can be no assurance that Honsador or CanWel may mitigate any losses that are a result of any liability from the performance bonds, which could have a material adverse effect on the Business.

Litigation Risk

In the normal course of business, the Corporation is involved in various legal proceedings which arise from time to time, some of which may be substantial. In view of the claims and quantum of the amounts claimed, management does not believe that any of the legal actions or proceedings that are presently known or anticipated by the Corporation are likely to have a material adverse effect on its financial position. However, any claim against the Corporation could result in the Corporation incurring significant costs or having a judgement awarded against it that could have a material adverse effect on its financial condition.

Environmental Risks – Leased Properties

Notwithstanding that CanWel undertakes due diligence in its review of the existing environmental condition of the leased Treatment Plants upon acquisition, and in connection with the leases in respect of the Honsador Acquisition, the Jemi Fibre Acquisition, the California Cascade Acquisition and the TFI Acquisition, with the completion of these acquisitions, upon entering into property lease agreements, CanWel could, as lessee, be liable for the cost of the removal and remediation at the Treatment Plants under various federal, provincial, state and local laws and regulations. The remediation costs and other costs required to clean up or treat contaminated sites could be material. Contamination on and from these sites may subject CanWel to liability to third parties and/or government authorities to injuries to persons, property or the environment, and could adversely affect the Corporation's ability to operate these plants. Any of the foregoing factors could have a material adverse impact on the Business.

CanWel is subject to a variety of environmental laws and regulations, including those related to discharges into water, releases of hazardous and toxic substances and remediation of contaminated sites. The enforcement of these laws by regulatory agencies could affect CanWel's operations by imposing operation and maintenance costs and capital expenditures required for compliance. Failure to comply with environmental statutes, regulations or orders could result in civil or criminal enforcement actions. Any of the foregoing factors could have a material adverse impact on the Business.

Environmental Risks – Owned Properties

Notwithstanding that CanWel undertook due diligence in its review of the existing environmental conditions during the NWT Acquisition, Pastway Acquisition and Jemi Fibre Acquisition, with the completion of the acquisitions, CanWel could, as owner, be liable for the cost of the removal and remediation under various federal, provincial and local laws and regulations at the NWT LP, PPWP LP and the CanWel Fibre sites. Notwithstanding certain indemnities in CanWel's favour, the remediation costs and other costs required to clean up or treat contaminated sites could be material. Contamination on and/or from these sites may subject CanWel to liability to third parties and/or government authorities to injuries to persons, property or the environment, and could adversely affect the Corporation's ability to operate these plants. Any of the foregoing factors could have a material adverse impact on the Business.

CanWel is subject to a variety of environmental laws and regulations, including those related to discharges into water, releases of hazardous and toxic substances and remediation of contaminated sites. The enforcement of these laws by regulatory agencies could affect CanWel's operations by imposing operation and maintenance costs and capital expenditures required for compliance. Failure to comply with environmental statutes, regulations or orders could result in civil or criminal enforcement actions. Any of the foregoing factors could have a material adverse impact on the Business.

Preservative Supply

The business of the treating plants is dependent on preservative supply. Changes in global markets, government regulations, consumer preferences and other political developments may reduce the production of preserving products. An interruption or reduction in the business operations of preservative suppliers could adversely affect the Business. In addition, natural disasters or changes in underlying input component costs or availability (i.e. copper) may impact market prices or market conditions may be impacted by United States trade lobbyists, or the state of the United States economy.

There are a limited number of suppliers for certain of the preservatives that CanWel utilizes in its pressure treating process at the Treatment Plants, which lessens the availability of alternate sources of supply in the event of unforeseen shortages, disruptions of production or changes in regulation or consumer preference. If preservative supply was limited, curtailed or not available, CanWel may not readily be able to source or convert to a substitute in a timely manner or at all, or if legislative or regulatory changes mandate use of a preservative that CanWel does not currently use, CanWel may not be able to source or convert to such mandated preservative in a timely manner or at all, or if consumer preferences were to change resulting in a change of customer preference to a preservative supply that CanWel does not currently use, CanWel may not be able to source or convert to such a preservative in a timely manner or at all. Such events may adversely impact sales at CanWel or production the Treatment Plants, which may adversely affect the Business or results of operations.

Interest Rate Risk

CanWel is a building materials distribution company which utilizes significant leverage to finance day-to-day operations. The interest cost of its credit facilities is prime-based. Increases in prime lending rates may reduce net income and cash flow, which could have a material adverse impact on the Business. In addition, increases in interest rates or interest costs could negatively impact the business of CBML's customers, and potentially adversely affect CanWel's business, financial condition, liquidity and results of operations.

Information Systems Risk

CanWel's enterprise resource planning ("**ERP**") information management system provides information to management which is used to evaluate financial controls, reporting and sales analysis and strategies. CanWel has recently implemented a new ERP information management system. CanWel's former information system faced increasingly lower support from its software company, and needed to be upgraded. The new ERP system is better supported and for a much longer time frame going forward, and will provide information to CanWel's management which is expected to be used to improve financial analytics, reporting and controls. There can be no assurance that the ERP system will provide the information and benefits expected by management. CanWel may also experience disruptions in its business and a diversion of management's attention to CanWel's business relating to implementation of ERP systems, which may also result from the integration process related to recently completed acquisitions and evaluation, planning and integration of any acquired entities onto the ERP platform. Any of these risk factors could have a material adverse impact on the Business.

CanWel's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the CanWel's results of operations. Furthermore, CanWel relies on vendors to support, maintain and periodically upgrade ERP or other systems which are essential in providing management with the appropriate information for decision making. The inability of these vendors to continue to support, maintain and/or upgrade these software programs could disrupt operations if CanWel were unable to convert to alternate systems in an efficient and timely manner. Information technology system disruptions, if not anticipated and appropriately mitigated, or the failure to successfully implement new or upgraded systems, could have a material adverse effect on our Business or results of operations.

Cyber Security Risk

CanWel relies on information technology systems and networks in its operations. CanWel could be materially and adversely affected in the event that the information technology systems or networks are compromised by malicious cyber-attacks. This information technology infrastructure may be subject to security breaches or other cybersecurity incidents. In addition, these systems may be compromised by natural disasters or defects in software or hardware systems. The consequences of CanWel's information technology systems being compromised potentially include material and adverse impacts on its financial condition, operations, production or sales, due to disruption of its business activities, and access to, and/or comprising of, proprietary sensitive information, including confidential customer or employee information, litigation and regulatory costs, devaluation of any intellectual property and reputation harm. While CanWel believes it takes appropriate precautions in light of cyber security

risks, there can be no assurance that it may not be subject to cyber security risks or attack, which could have a material adverse effect on our Business or results of operations.

Growth Risk

A key component of CanWel's strategy is to continue to grow, both by increasing sales and earnings in existing markets with existing products, and by expanding into new markets and products. There can be no assurance that CanWel will be successful in growing its business or in managing its growth. CanWel's growth depends on, among other things:

- identifying and developing new markets and products;
- identifying and establishing, on favourable terms, suitable new distribution centres or branches;
- identifying and acquiring distributors or other businesses that are suitable acquisition candidates;
- successfully integrating new distributors or any acquired businesses with existing operations;
- establishing and maintaining favourable relationships with customers in new markets, and maintaining these relationships in existing markets;
- establishing and maintaining favourable relationships with suppliers in new markets, and maintaining these relationships in existing markets; and
- successfully managing expansion and obtaining required financing.

In addition, CanWel's growth will depend on its ability to implement, inter alia, the following elements of its growth strategy:

- develop and expand sales to existing and new retail and industrial accounts;
- introduce new product lines;
- expand the use of VMI programs;
- expand the product offering of acquired entities using CanWel's reach and platform; and
- carry out acquisitions, including identifying to the extent possible liabilities of the newly acquired businesses.

There can be no assurance that CanWel will be successful in implementing its growth strategies.

Acquisition Risk

A key component in CanWel's growth strategy is to complete acquisitions or other business combinations. Acquisitions and business combinations involve inherent risks, including assumption of transaction costs, risk of non-completion, undisclosed liabilities, unforeseen issues, customer and supplier risks, assimilation and successfully managing growth. While CanWel conducts extensive due diligence and takes steps to ensure successful assimilation, factors beyond CanWel's control or due diligence reviews could influence the results of acquisitions. CanWel may not be able to find appropriate acquisition candidates, acquire those candidates that it finds, obtain necessary permits or authorizations or integrate acquired businesses effectively or profitably, and it may experience other impediments to its acquisition strategy. Increased competition may reduce the number of acquisition targets available to CanWel and may lead to unfavourable terms as part of any potential acquisition, including high purchase prices or assumption of foreseen or unforeseen liabilities. If acquisition candidates are unavailable or too costly, CanWel may need to change its business strategy.

CanWel's integration plan for acquisitions often contemplates certain cost savings. Unforeseen factors may offset the estimated cost savings or other components of its integration plan in whole or in part and, as a result, it may not realize any cost savings or other benefits from recently completed and/or future acquisitions. Further, any difficulties CanWel encounters in the integration process could interfere with its operations and reduce its operating margins. Even if CanWel is able to make acquisitions on advantageous terms and is able to integrate them successfully into its operations and organization, some acquisitions may not fulfill its strategy in a given market due to factors that it cannot control, such as market conditions or customer base. As a result, operating margins could be less than CanWel originally anticipated when it made those acquisitions. It then may change its strategy with respect to that market or those businesses and decide to sell the operations at a loss, or keep those operations and recognize an impairment of goodwill and/or intangible assets.

CanWel also cannot be certain that it will have enough capital or be able to raise enough capital by issuing equity or debt securities or through other financing methods on reasonable terms, if at all, to complete the purchases of the businesses that it wants to buy. CanWel's acquisitions will also involve the potential risk that it will fail to assess accurately all of the pre-existing liabilities of the operations acquired, including environmental liabilities. Also, as CanWel increases its size in particular markets, competition laws in Canada, or elsewhere, may limit its ability to continue to expand by acquisition, or impose conditions on further acquisitions that could limit their benefit to CanWel. If CanWel is unsuccessful in implementing its acquisition strategy for the reasons discussed above or otherwise, its financial condition and results of operations could be materially adversely affected.

Competition

CanWel faces competition from one or more competitors in all geographic areas where its distribution centres are located. CanWel competes with many local, regional and national distributors, product manufacturers that engage in direct sales and, to a lesser extent, mass merchandisers. CanWel's competition varies by product line, customer classification and geographic market.

Certain of the companies which compete with CanWel have greater financial and other resources than those of the Corporation, may have access to greater financing or financing on more favourable terms, or may have access to government incentives, labour or products that are not available to CanWel. There can be no assurance that CanWel's principal competitors will not be successful in capturing, or that new competitors will not emerge and capture, a share of CanWel's present or potential customer base. See "Description of the Business – Competitive Conditions".

In addition, it is possible that some of CanWel's suppliers or customers could become competitors of CanWel if they decide to distribute their own products. Furthermore, if one or more of CanWel's competitors were to merge or partner with another of its competitors, the change in the competitive landscape could adversely affect CanWel's ability to compete effectively. Competitors may also establish or strengthen relationships with parties with whom CanWel has or had relationships, thereby limiting its ability to distribute certain products. Disruptions in CanWel's business caused by these events could reduce its revenues, or materially adversely affect the Business.

Supply-Side Risks

CanWel distributes building products manufactured or supplied by a number of major suppliers. As is customary in the building materials distribution industry, CanWel does not necessarily have long-term contracts with its major suppliers. Although the CanWel Group believes that it has access to similar products from competing suppliers, any disruption in CanWel's sources of supply, particularly of the most commonly sold items, or any material fluctuation in the quality, quantity or cost of such supply, could have a material adverse effect upon CanWel's Business. In addition, any disruption in, or termination of supplier relationships relating to recently completed or proposed acquisitions could have a material adverse effect on CanWel. In addition, many of CanWel's suppliers and other service providers have unionized work forces. If one or more of CanWel's suppliers or service providers experience a material work stoppage or slow down, or if secondary picketing occurs at a CanWel location, it could materially adversely affect CanWel's ability to secure sufficient inventory and therefore could materially adversely affect its Business. Also, supply shortages occur at times as a result of unanticipated demand, production difficulties or delivery delays. In such cases, building material and commodity suppliers often allocate products among distributors. Future supply shortages may occur from time to time and may have a short-term material adverse effect on the Business.

Inventory Risk

The wholesale forest products and building materials distribution industry is characterized by large sales volumes and low gross margins. It is highly sensitive to price, quality, timeliness of delivery and continuity of supply. In addition, demand for some of CanWel's products is cyclical and prices can change rapidly. CanWel's buying practices are designed to minimize the risk of rapidly changing prices, although there can be no assurance that such practices will reduce risk. CanWel does not materially hedge its inventory risk through the purchase of lumber or other futures contracts. Substantially all purchases are made based on current orders and anticipated sales, and substantially all sales are made against inventory or product on order. Inventory levels are monitored in an attempt to achieve balance between maximum inventory turnover and optimal customer service. However, as a wholesale building materials products distributor, CanWel maintains significant quantities of inventory, the value of which is subject to the risk of changing prices. Any of the foregoing factors could have a material adverse effect on the Business.

Failure to Expand Marketing and Distribution Channels

The future growth of CanWel's business will depend in part on its ability to expand its existing marketing and distribution channels, attract new customers and expand the size of its sales force, both in Canada and internationally. If CanWel is unable to expand its marketing and distribution channels, attract new customers or expand the size of its direct sales force, it may be unable to generate growth in revenue and grow its business, which could have a material adverse effect on the Business.

Failure to Manage Growth

The inability of CanWel to successfully manage its growth could have a material adverse effect on its operating results and cause its results of operations to fluctuate. As part of CanWel's growth strategy, it intends to introduce new product lines, pursue acquisitions and expand sales to existing and new customers, in new and existing territories. CanWel's expense levels are based, in part, on expected future revenues and CanWel is constrained in its ability to reduce expenses quickly if for any reason its sales levels do not meet expectations in a particular quarter or period. Furthermore, rapid expansion may place a significant strain on CanWel's senior management team and other key personnel as well as its business processes, operations and other resources. CanWel's ability to manage growth will also depend in part on its ability to continue to enhance its management information systems in a timely fashion, particularly if customer demands change in ways that CanWel does not anticipate. Any inability to manage growth could result in delivery delays and cancellation of customer orders, which could have a material adverse effect on the Business.

Importation of Foreign Products

Similar products to those distributed by CanWel may be imported into North America from countries with lower labour costs. These products include commodity type products such as lumber. Any increase in the importation of products similar to those distributed by CanWel by other parties could increase competition for distributors in North America. An increase in such imports in North America could reduce CanWel's sales and opportunities for growth and adversely affect the Business.

Seasonal and Cyclical Nature of CanWel's Business

The business of CanWel is, to a significant degree, seasonal and cyclical, and fluctuates in advance of the normal building season. Inventory is built up during the fourth quarter and first half of the year in anticipation of the building seasons, and the busy selling season begins in the last half of the first quarter and extends to the end of the third quarter. Additionally, CanWel is subject to the normal economic cycle, the housing cycle and to macroeconomic factors, such as interest rates. Although CanWel anticipates that these seasonal and cyclical fluctuations will continue in the foreseeable future, it is seeking to reduce their impact on its operations and sales, although these seasonal and cyclical fluctuations could have a material adverse effect on the Business.

Canada — United States Softwood Lumber Dispute

On October 12, 2015 the Softwood Lumber Agreement ("**SLA**") expired. The standstill period of one year expired in October 2016. The US Department of Commerce introduced both antidumping and countervailing duties on Canadian softwood lumber imports. In certain circumstances, these duties may be applied retroactively. Canada has proceeded with legal challenges under NAFTA and through the WTO, where Canadian litigation has proven successful in the past. Accordingly, there is uncertainty on whether a new agreement between the governments of Canada and the US will be reached. In the event that no new agreement is reached there is a significant risk that US producers could initiate further trade action against softwood producers or imports from Canada. It is not possible at this time to predict the probability, or impact of the failure, to renew the SLA, or a new SLA with different terms, any of which could potentially have a material adverse effect on the Business.

Product Liability Claims

Although CanWel believes that it maintains adequate insurance coverage, it may from time to time be subject to claims for damages resulting from defects in products that it distributes. Product liability claims, even if unsuccessful, may result in significant litigation costs to defend the claims as well as other costs incurred to remedy the problem, such as product recalls, which could substantially increase CanWel's expenses. Successful or partially successful product liability claims could result in significant monetary liability and could seriously disrupt the Business, particularly if CanWel's insurance coverage was inadequate or unavailable in respect of any such claims.

Furthermore, a highly publicized actual or perceived problem with products that CanWel distributes could adversely affect the market's perception of its products which may result in a decline in demand for products distributed by CanWel, thereby reducing CanWel's revenues and operating results, which could have a material adverse effect on the Business.

Leverage and Restrictive Covenants

CanWel has debt service obligations under its credit facilities. The degree to which CanWel is leveraged could have important consequences to the shareholders, including: (i) its ability to obtain additional financing for working capital, capital expenditures or acquisitions; and (ii) its borrowings are at variable rates of interest which, unless hedged, exposes CanWel to the risk of increased interest rates. CanWel's ability to make payments on the loans will depend on future cash flow, prevailing economic conditions, prevailing interest rate levels and financial, competitive, business and other factors, many of which are beyond its control.

The credit facilities contain restrictive covenants which place restrictions on, among other things, the ability of CanWel to open new locations, grant liens or other encumbrances on its assets, to guarantee debts and loan money, to amalgamate or permit substantially all of its assets to be acquired by another entity, to enter into transactions with affiliates and to open bank accounts. In addition, the credit facilities contain certain maintenance and reporting requirements on the part of CanWel with respect to its operating cash flow, accounts, inventory, equipment, insurance, intellectual property and pension plans. A failure to comply with the obligations of the credit facilities could result in an event of default which, if not cured or waived, could permit acceleration of the credit facilities. If the credit facilities were to be accelerated, there can be no assurance that CanWel's assets would be sufficient to repay in full the credit facilities, which could have a material adverse effect on the Business.

CanWel may need to refinance its available credit facilities or other debt and there can be no assurance that it will be able to do so or be able to do so on terms as favourable as those presently in place. If CanWel is unable to refinance these credit facilities or other debt, or is only able to refinance these credit facilities or other debt on less favourable and/or more restrictive terms, this may have a material adverse effect on its financial position, which may result in a reduction or suspension of dividends to shareholders. In addition, the terms of any new credit facility or debt may be less favourable or more restrictive than the terms of the existing credit facilities or other debt, which may indirectly limit or negatively impact the ability of CanWel to pay dividends.

New Regulations

In addition to numerous environmental laws and regulations, there are laws that regulate credit practices, transporting and storing products, importing and exporting products and employment that affect CanWel. Such laws, regulations and related rules and policies are administered by various federal, provincial, municipal, regional and local agencies and other governmental authorities. New laws governing CanWel's business could be enacted or changes to existing laws could be implemented, each of which might have a significant impact on CanWel's business. Failure of CanWel to comply with applicable laws and regulations may subject CanWel to civil or regulatory proceedings which may have a material adverse effect on its financial condition and results of operations. As CanWel may expand its U.S. operations in the future, the potential for greater risk due to greater exposure of CanWel to U.S. regulations would also increase accordingly. Any of the foregoing could have a material adverse effect on the Business.

Dependence on the Forest Industry

The business of CanWel is dependent on the forest industry in Canada. Changes in global markets, government regulations and other political developments or the impacts of social license discussions may reduce the production of forest industry products or input pricing. An interruption or reduction in the business operations of forest companies, such as that caused by the Canada/U.S. trade dispute over softwood lumber exports or the previously threatened U.S. action against Canadian secondary producers, could adversely affect the Business (See "Canada – United States Softwood Lumber Dispute" above). In addition, natural disasters may impact market prices or market conditions may be impacted by United States trade lobbyists, or the state of the United States economy, or changing behaviour of other international actors (i.e. increased consumption by China.)

Credit Risk

CanWel extends credit facilities to its customers which are generally unsecured. Although CanWel has a system of credit management in place, there is a risk, particularly in the current economic climate, that some of CanWel's customers may not be able to meet their obligations when they become due, or at all. The loss of a large receivable, or numerous smaller receivables, could have a material adverse effect on the Business.

Foreign Currency Risk

Approximately 17% of CanWel's revenues are derived from sales to customers in the United States. There are currency exchange risks on the conversion of CanWel's U.S. dollar balances and currency translation gains and losses on the reporting of its U.S. dollar balance in Canadian dollars. Although CanWel does not generally hedge inventories purchased specifically for U.S. markets, relying instead on rapid inventory turnover, CanWel from time to time, enters into foreign currency forward contracts to sell U.S. funds in order to lock in profits on particular U.S. business. In addition, CanWel imports products for distribution from foreign countries. Such imports are generally paid for in the currency of the country of the product's origin; accordingly, CanWel is exposed to exchange rate risk in respect of purchases of such products, although CanWel may from time to time, enter into foreign currency forward contracts in respect thereof. As exchange rate fluctuations are beyond CanWel's control, there can be no assurance that such fluctuations will not adversely affect the Business. In addition, exchange rate fluctuations may impact the operations and financial results of CanWel's suppliers and customers, and there can be no assurance that the impact of such fluctuations on CanWel's suppliers or customers will not adversely affect the Business.

Key Executives

The CanWel Group depends heavily on the members of its management team, and acquired management personnel, and their departure could cause its operating results to suffer. The future success of the CanWel Group will depend on, among other things, its ability to retain the services of these executives and to hire other highly qualified employees at all levels. The CanWel Group will compete with other potential employers for employees, and it may not be successful in hiring and keeping the services of executives and other employees that it needs. The loss of the services of, or the CanWel Group's inability to hire, executives or key employees could hinder its business operations and growth.

Dependence on Key Personnel

CanWel is dependent on its ability to retain other key personnel. Although CanWel believes that it could replace such key employees in a timely fashion should the need arise, the loss of such key personnel could have a material adverse effect on CanWel and the Business.

Although CanWel only has a relatively small unionized workforce in certain locations and as part of the CanWel Treating Division operations, there can be no assurance that there will not be any labour disruptions, union organizing drives or higher ongoing labour costs, any of which could materially adversely affect the Business.

Furthermore, as part of CanWel's growth strategy, it must continue to hire highly qualified individuals, including finance, sales and marketing personnel. There can be no assurance that CanWel will be able to attract, assimilate or retain qualified personnel in the future, which would adversely affect its ability to distribute new product lines and increase revenues, and ultimately, the Business.

Availability of Future Financing

CanWel expects that going forward its principal sources of funds will be cash generated from its operating activities and borrowing capacity remaining under its credit facilities. CanWel believes that these funds will provide it with sufficient liquidity and capital resources to meet its current and future financial obligations, as well as to provide funds for its cash distributions, financing requirements, capital expenditures and other needs, for the foreseeable future. Despite its expectations, however, CanWel may require additional equity or debt financing to meet its financing requirements. Although CanWel's present credit facility does not expire until 2021, there can be no assurance that CanWel will be able to secure credit on same terms or amount when the current facility expires. Financing may not be available when required or may not be available on commercially favourable terms or on terms that are otherwise satisfactory to CanWel, or at all.

Inability to Finance Acquisition Strategy

It is possible that CanWel may need to raise additional funds by way of equity or debt financings or a combination of both or either, to pursue its acquisition strategy. If it is unable to raise additional funds when needed, its ability to execute its acquisition strategy could be impaired, which could lead to a material adverse impact on the Business. CanWel does not currently know whether it will be able to secure additional funding or funding on terms acceptable to CanWel. CanWel's ability to obtain additional funding will be subject to a number of factors, including market conditions, investor sentiment and CanWel's operating performance. These factors may make the timing, amount, terms and conditions of additional funding unattractive to CanWel. If the Corporation were to issue additional Common Shares or other convertible securities, in connection with future acquisitions, existing shareholders may experience dilution.

Control and Other Rights in Respect of the Corporation and its Subsidiaries

Where TFC and any of its associates or affiliates, and any family members of its controlling shareholder or any company, trust or other entity owned by or maintained for the benefit of the TFC Group holds or controls at least 20% of the outstanding Common Shares, TFC will, subject to certain limitations, have pre-emptive rights to purchase Common Shares or securities convertible into Common Shares to maintain its pro rata ownership interest in the event that Corporation issues Common Shares or securities convertible into Common Shares.

For so long as the TFC Group holds or controls at least 20% of the outstanding Common Shares, none of the Corporation or its Subsidiaries may take the following actions without the prior approval of TFC: (i) sell, lease or dispose of a material portion of the direct or indirect assets, or any material asset, of the Corporation or its Subsidiaries or affiliates, out of the ordinary course of business (other than in connection with an internal reorganization); (ii) cause or permit to be caused any amalgamation, arrangement or other merger of the Corporation or its Subsidiaries or affiliates (other than in connection with an internal reorganization), or amend, supplement or restate any constating document of the Corporation or its Subsidiaries or affiliates; (iii) change the fundamental nature of the business of the Corporation or its Subsidiaries or affiliates; (iv) adopt any plan or proposal to seek relief under bankruptcy or insolvency laws, or to wind up, liquidate, dissolve or reorganize (other than, in the case of a reorganization, pursuant to an internal reorganization); or (v) change the size of its Board of Directors.

The TFC Securityholders Agreement also provides TFC with the following rights to nominate members of the Board of Directors: (i) so long as TFC Group holds or controls at least 25% of the outstanding Common Shares, TFC will be entitled to nominate three directors of the Corporation; (ii) so long as the TFC Group holds or controls at least 10% but less than 25% of the outstanding Common Shares, TFC will be entitled to nominate two directors of the Corporation; and (iii) so long as the TFC Group holds or controls at least 5% but less than 10% of the outstanding Common Shares, TFC will be entitled to appoint one director of the Corporation. See "Material Contracts – TFC Securityholders Agreement".

Results of Operations and Financing Risks

Management believes, based on its expectations as to the future performance of the Corporation, that the cash flow from its operations and funds available to it under its credit facilities will be adequate to enable the Corporation to finance its operations, execute its business strategy and maintain an adequate level of liquidity. However, expected revenue and the costs of planned capital expenditures are only estimates. Actual cash flows from operations are dependent on regulatory, market and other conditions that will be beyond the control of the Corporation. As such, no assurance can be given that management's expectations as to future performance will be realized. In addition, management's expectations as to the future performance of the Corporation reflect the current state of its information about recently acquired assets or entities. The operations related thereto and integration efforts, and there can be no assurance that such information is correct or complete in all material respects.

Management of Expanding Operations

As a result of recently completed and potential future acquisitions, significant demands will be placed on the managerial, operational and financial personnel and systems of the CanWel Group. No assurance can be given that such systems, procedures, personnel and controls will be adequate to support the expansion of operations of the CanWel Group. The future operating results of the Corporation will be affected by the ability of its officers and key employees to manage changing business conditions and to implement and improve its operational and financial controls and reporting systems. If the Corporation is unsuccessful in managing such demands and changing business conditions, its financial conditions and results of operations could be materially adversely affected.

Risks Relating Specifically to the Business of CanWel Fibre

The operations of CanWel Fibre are speculative due to the nature of its business. The following are certain risk factors relating to CanWel Fibre, which for greater certainty, include risks associated with the business of CanWel Fibre's subsidiaries, and should be read in conjunction with the "Risk Factors" above and the Corporation's other public filings on SEDAR. The following information is a summary only of certain risk factors relating specifically to CanWel Fibre. These risks and uncertainties are not the only ones facing CanWel Fibre. Additional risks and uncertainties not currently known, or that are currently considered to be immaterial, may also adversely affect the operations of CanWel Fibre. If any risks actually occur, the business, financial condition, or liquidity and results of operations of CanWel Fibre, and therefore potentially CanWel, and the ability of CanWel to make distributions on the Common Shares, could be materially adversely affected.

Timberland Business and Operating Risk

Revenues, net income and cash flow from CanWel Fibre's timberland operations are dependent on CanWel Fibre's continued ability to harvest timber at adequate levels. CanWel Fibre's ability to harvest timber from its timberlands may be limited by weather conditions, timber growth cycles, market pricing, sustainable forestry standards and regulatory requirements. There can be no assurance that CanWel Fibre will achieve harvest levels in the future necessary to maintain or increase revenues, net earnings and cash flows. CanWel Fibre's financial condition and results of operations could be materially adversely affected if it is unsuccessful in ensuring its harvesting levels in the future are sufficient to maintain or increase revenues, net earnings and cash flows.

To minimize the potential for adverse effects arising from these risk factors, CanWel Fibre has systems and procedures in place to monitor the utilization of resources and the protection of assets. Control mechanisms report on the efficiency and use of forestry and monetary resources and CanWel Fibre believes that it has procedures in place to track and monitor changes. If these systems and procedures are inadequate or fail, CanWel Fibre's financial conditions and results of operations could be materially adversely impacted.

Natural and Man-Made Disasters

CanWel Fibre's operations are subject to adverse natural or man-made events such as forest fires, severe weather conditions, climate change, timber diseases and insect infestations including those that may be associated with warmer climate conditions, and earthquake activity. These events could delay, damage or destroy or adversely affect the operations at CanWel Fibre's timber harvesting and related physical facilities, its timber supply or its access to timber, and similar events could also affect the facilities of CanWel Fibre's timber, suppliers or customers. Any such delay, damage or destruction could adversely affect CanWel Fibre's financial results as a result of decreased production output or increased operating costs and its financial conditions and results of operations could be materially adversely affected.

CanWel Fibre's timber and tenures are subject to the risks associated with standing forests, in particular forest fires, wind storms, insect infestations and disease. Certain procedures and controls are in place to manage such risk through prevention and early detection. CanWel Fibre contracts with the Province of British Columbia for forest fighting assistance, however there can be no assurance of the timing, adequacy or sufficiency of forest fighting efforts. The risks to standing forests, including forest fires, wind storms, insect infestations and disease materializing despite the procedures and controls in place to manage such risks would materially adversely affect CanWel Fibre's financial condition and results of operations.

While CanWel maintains insurance coverage to the extent deemed prudent, it cannot predict that all potential insurable risks have been foreseen or that adequate coverage is maintained against known risks. As is common in the industry, CanWel Fibre does not insure loss of standing timber for any cause.

Inventory Risk

The timber harvesting industry is characterized by large sales volumes, high fixed costs, and low gross margins. It is highly sensitive to price, quality, timeliness of delivery and continuity of supply. In addition, demand for some of CanWel Fibre's products is cyclical and prices can change rapidly. CanWel Fibre's production, harvesting, sales and buying practices are designed to minimize the risk of rapidly changing prices, although there can be no assurance that such practices will reduce risk. CanWel Fibre does not materially hedge its inventory risk through the purchase of lumber or other futures contracts, however it does enter into supply contracts with major forestry companies. Inventory levels are monitored in an attempt to achieve balance between maximum inventory turnover and optimal customer service. CanWel Fibre maintains significant quantities of inventory, the value of which is subject to the risk of changing prices. In addition, as the inventory is often in remote locations, there can be related risks of damage, loss and theft. Any of the foregoing factors could have a material adverse effect on the Business.

Social and Political Risk

CanWel Fibre's business is subject to various levels and types of government controls and regulations, which are supplemented and revised from time to time. Accordingly, CanWel Fibre monitors sociopolitical developments that may result in changes in regulation to which CanWel Fibre is subject or may become subject. Businesses involved with the natural environment like CanWel Fibre have experienced the rise of sociopolitical organizations and public demonstrations and/or protests held against well-established and supported environmental policies. CanWel Fibre is committed to environmental stewardship and is committed to regulatory compliance, however, there can be no assurance that sociopolitical policies, activities or movements will not have a material adverse effect on CanWel Fibre's business, operations, financial conditions and ultimately the market value of the Common Shares.

Aboriginal Land Claims

Aboriginal land claims could adversely affect CanWel Fibre's ability to harvest timber. Canadian courts have recognized that aboriginal peoples may possess rights at law in respect of land used or occupied by their ancestors where treaties have not been concluded to deal with these rights. These rights may vary from limited rights of use for traditional purposes to a right of Aboriginal title and will depend upon, among other things, the nature and extent of the prior Aboriginal use and occupation. The courts have encouraged the Canadian federal and provincial governments and Aboriginal peoples to resolve rights claims through the negotiation of treaties.

Aboriginal groups in British Columbia have claimed substantial portions of land in the province over which they claim Aboriginal title or in which they have a traditional interest and for which they are seeking compensation from various levels of government. A process is now in place within British Columbia to deal with Aboriginal land claims. These negotiations will be ongoing for a number of years, depending on the commitment of the parties involved and the precedents set by the outcomes of the first settlement agreements.

Canadian governments have a duty to consult with and possibly accommodate Aboriginal groups where their rights may be affected.

The Corporation cannot predict whether Aboriginal land claims or other rights in British Columbia or elsewhere will affect its existing Crown timber tenures, its private timberlands, its ability to harvest timber from these sources in the future or its ability to renew or secure other sources in the future. CanWel Fibre's financial condition and results of operations would be materially adversely affected by such risks materializing.

Licenses and Permits, Laws and Regulations

Some of CanWel Fibre's forestry and processing operations require licenses, permits and approvals from various government authorities, and are subject to extensive general and industry-specific federal, provincial, municipal and other local laws and regulations, including those governing forestry, exports, taxes, employees, labour standards, occupational health and safety, silviculture, waste disposal, environmental protection and remediation, protection of endangered and protected species and land use and expropriation. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. CanWel Fibre is required to obtain approvals, permits and licences for its operations, which may impose conditions that must be complied with. There can be no guarantee that CanWel Fibre will be able to maintain or obtain all necessary licenses, permits and approvals that may be required for its operations. If CanWel Fibre is unable to obtain, maintain, extend or renew, or is delayed in extending or renewing, a material approval, permit or license, its operations or financial condition could be adversely affected. There is no assurance that these laws, regulations or government policy, or the administrative interpretation or enforcement of existing laws, regulations and government policies, will not change in the future in a manner that may require CanWel Fibre to incur significant capital expenditures, pay higher taxes or otherwise adversely affect its operations or financial condition. Failure to comply with applicable laws or regulations, including approvals, permits and licences and new laws and regulations, could result in significant liabilities, including fines, penalties or enforcement actions, such as orders suspending or curtailing CanWel Fibre's operations or requiring corrective measures or remedial actions, any of which could entail significant expenditure. If CanWel Fibre is unsuccessful in managing such demands and changing business conditions, its financial condition and results of operations could be materially adversely affected.

Environmental

CanWel Fibre's operations and timberlands are subject to extensive regulation by federal, provincial, municipal and local environmental authorities, including general and industry-specific environmental laws and regulations, permits, guidelines and policies relating to air emissions and pollutants, wastewater discharges, solid waste, landfill operations, permitting obligations, clean-up of unlawful discharges, dangerous goods and hazardous materials, forestry practices, land use planning, municipal zoning, employee health and safety, site remediation and the protection of endangered species and critical habitat. In addition, as a result of CanWel Fibre's operations, it may be subject to remediation, clean-up or other administrative orders or amendments to its operating permits, and CanWel Fibre may be involved from time to time in administrative and judicial proceedings or inquiries. It is possible that CanWel Fibre could incur substantial costs, such as civil or criminal fines, sanctions and enforcement actions, cleanup and closure costs, and third-party claims for property damage and personal injury as a result of violations of, or liabilities under, environmental laws and regulations. Future orders, proceedings or inquiries could have a material adverse effect on CanWel Fibre's business, financial condition and results of operations. Environmental laws and land use laws and regulations are constantly changing. New regulations or the increased enforcement of existing laws could have a material adverse effect on CanWel Fibre's business and financial condition. In addition, compliance with regulatory requirements is expensive, at times requiring the replacement, enhancement or modification of equipment, facilities or operations. There can be no assurance that CanWel Fibre will be able to maintain profitability by offsetting any increased costs of complying with future regulatory requirements. If CanWel Fibre is unable to comply effectively and efficiently with any future regulatory requirements, its financial condition and results of operations could be materially adversely affected.

CanWel Fibre may be subject to liability for environmental damage on the lands it owns or at the facilities that it owns or operates, including damage to neighboring landowners, residents or employees, particularly as a result of the contamination of soil, groundwater or surface water and drinking water. The costs of such liabilities can be substantial. CanWel Fibre's potential liability may include damages resulting from conditions existing before it purchased its lands or operated these facilities. CanWel Fibre may also be subject to liability for any offsite environmental contamination caused by pollutants or hazardous substances that CanWel Fibre or its predecessors arranged to transport, store, treat or dispose of at other locations. In addition, CanWel Fibre may be held legally responsible for liabilities as a successor owner of businesses or lands that it acquired or has acquired. Some of CanWel Fibre's facilities have been operating for decades, and it has not done extensive invasive testing to determine whether or to what extent any such environmental contamination exists. As a result, these businesses may have liabilities for conditions that CanWel Fibre discovers or that become apparent, including liabilities arising from non- compliance with environmental laws by prior owners. Because of the limited availability or prohibitive costs of insurance coverage for environmental liability, any substantial liability for environmental damage could materially adversely affect CanWel Fibre's results of operations and financial condition.

CanWel Fibre's operations and its ability to sell products could be adversely affected if those operations did or do not, or were perceived by the public as failing to, comply with applicable laws and standards, including responsible environmental and sustainable forestry standards. If CanWel Fibre's operations and ability to sell products were hindered due to these risks, its financial condition and results of operations could be materially adversely affected.

Enactment of new environmental laws or regulations or changes in existing laws or regulations might require significant capital expenditures. CanWel Fibre may be unable to generate sufficient funds or to access other sources of capital to fund unforeseen environmental liabilities or expenditures. If CanWel Fibre is unable to generate sufficient funds or to access other sources of capital to fund unforeseen environmental liabilities or expenditures or comply with changes in the laws or regulations, the financial condition and results of operations of CanWel Fibre would be materially adversely affected.

Product Demand

CanWel Fibre's revenues and financial results are primarily dependent on the demand for, and selling prices of, CanWel Fibre's products, which are subject to significant fluctuations. The demand and prices for lumber, panels, pulp, newsprint, wood chips and other wood products are highly volatile and are affected by factors such as global economic conditions, changes in industry production capacity, changes in world inventory levels, increased competition from other sources of supply of logs and lumber, particularly from Russia, and other factors beyond CanWel Fibre's control. CanWel Fibre cannot predict with any reasonable accuracy future market conditions, demand or pricing for any of our products due to factors outside CanWel Fibre's control. Prolonged or severe weakness in the market for any of CanWel Fibre's principal products would adversely affect CanWel Fibre's financial condition.

Stumpage Fees

A portion of CanWel Fibre's timber requirements are harvested from lands owned by the Crown. Provincial governments control the volumes that can be harvested under provincially-granted tenures and otherwise regulate the availability of Crown timber for harvest. Determinations by provincial governments to reduce the volume of timber or areas that may be harvested under timber tenures, including to protect the environment or endangered species and critical habitat, may reduce CanWel Fibre's ability to secure log supply and may increase CanWel Fibre's log purchase costs. In addition, provincial governments charge stumpage fees to companies that harvest timber from Crown land and prescribe the methodologies that determine the amounts of such stumpage fees. The stumpage system is complex and the subject of discussion involving, among other things, lumber trade agreements between Canada and the United States. Determinations by provincial governments to change stumpage fee methodologies or rates could increase CanWel Fibre's log costs.

Periodic changes in the provincial government's administrative policy can affect the market price for timber and the viability of individual logging operations. There can be no assurance that current changes or future changes will not have a material impact on stumpage rates, and, therefore, CanWel Fibre's financial condition and results of operations could be materially adversely affected.

Fibre Cost and Availability

CanWel Fibre's costs are affected by a number of different factors which could have a significant impact on operating results. Lumber market fluctuations and log market speculative bidding can also have a significant impact on both fibre supply and costs. CanWel Fibre's ability to harvest fibre for use in its operations could be adversely impacted by natural events such as forest fires, severe weather conditions or insect infestations. In the event that sufficient volumes of economically viable fibre cannot be provided to an operation, it may be necessary to close that operation for a period of time, or even permanently. Such closures could result in significant costs to CanWel Fibre. CanWel Fibre is not insured for loss of standing timber. A loss of standing timber would materially and adversely affect CanWel Fibre's financial condition and results of operations.

Integration

The benefits of the Jemi Fibre Acquisition by CanWel will depend in large part on the success of management of CanWel in integrating the operations, technologies and personnel of Jemi Fibre with those of CanWel, which integration is ongoing. The failure of CanWel to achieve such integration could result in the failure of CanWel to realize the anticipated benefits of the acquisition and could impair the results of operations, profitability and financial results of CanWel. The overall integration of the operations, technologies and personnel of Jemi Fibre into CanWel may also result in unanticipated operational problems, expenses, liabilities and diversion of management's time and attention. If a failure of integration of the operations, technologies or personnel of Jemi Fibre into CanWel were to occur, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Mountain Pine Beetle

The long-term effect of the MPB infestation on CanWel Fibre's operations is uncertain. The potential effects include a reduction in future AAC levels to below current and pre-MPB AAC levels, a diminished grade and volume of lumber recoverable from MPB-killed logs, decreased quality of wood chips produced from such logs and increased logging and sawmilling production costs. The timing and extent of the effect on CanWel Fibre's timber supply, lumber grade and recovery, wood chip quality and production costs will depend on a variety of factors which cannot be determined at this time with any certainty. CanWel Fibre's financial condition and results of operations could be materially adversely impacted where there was a long-term detrimental effect of the MPB infestation materialized on CanWel Fibre's operations.

Wood Dust

Certain of CanWel Fibre's operations generate wood dust which has been recognized for many years as a potential health and safety hazard. The potential risks associated with wood dust may have been increased in CanWel Fibre's British Columbia facilities that may have been processing mountain pine beetle-killed logs as the wood dust generated from these logs tends to be drier, lighter and finer than wood dust typically generated. Two sawmill explosions which occurred in British Columbia in 2012 which may have been at least partially attributable to the presence of dry wood dust have resulted in a greater industry focus on this risk. CanWel Fibre has adopted a variety of measures to reduce or eliminate the risks posed by the presence of wood dust in its facilities and CanWel Fibre's continue to work with industry and regulators to develop and adopt best mitigation practices. Adoption of measures to reduce or eliminate risks associated with wood dust as a result of new government regulations and best practices may require additional capital expenditures and increase CanWel Fibre's operating costs. Any explosion or similar event at any of CanWel Fibre's facilities or any third-party facility could result in significant loss, increases in expenses and disruption of operations, each of which would have a material adverse effect on CanWel Fibre's business and therefore, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Conflicts of Interest

Certain of CanWel Fibre's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which CanWel Fibre may participate, the directors of CanWel Fibre may have a conflict of interest in negotiating and concluding terms respecting such participation. If the existing procedures to deal with a conflict of interest were inadequate or failed, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Uninsured Risks

CanWel Fibre maintains insurance to cover normal business risks. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could result in significant liabilities to CanWel Fibre and increase costs of projected premiums. If such insurance was inadequate CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Litigation

CanWel Fibre has entered into legally binding agreements with various third-parties, including on a consulting, joint venture and partnership basis. The interpretation of the rights and obligations that arise from such agreements is open to interpretation and CanWel Fibre may disagree with the position taken by the various other parties resulting in a dispute that could potentially initiate litigation and cause CanWel Fibre to incur legal costs in the future. Given the speculative and unpredictable nature of litigation, the outcome of any such disputes could have a material adverse effect on CanWel Fibre. Additionally, in the normal course of business, CanWel Fibre is involved in various legal proceedings which arise from time to time, some of which may be substantial. In view of the claims and quantum of the amounts claimed, management does not believe that any of the legal actions or proceedings that are presently known or anticipated by CanWel Fibre are likely to have a material adverse effect on the Corporation. However, any claim against CanWel Fibre could result in CanWel Fibre incurring significant costs or having a judgement awarded against it that could have a material adverse effect on its financial condition.

Competition

CanWel Fibre competes with many other forestry companies that have substantially greater resources than CanWel Fibre or the Corporation. Such competition may result in CanWel Fibre being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. CanWel Fibre's inability to compete with other forestry companies for these resources would have a material adverse effect on CanWel Fibre's results of operation and business. See "Information Concerning CanWel Fibre – Competitive Conditions".

Dependence on Outside Parties

CanWel Fibre has relied upon consultants, engineers and others, and intends to rely on these parties for development, construction and operating expertise. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on CanWel Fibre. Additionally, CanWel Fibre relies on third party independent contractors to harvest timber in areas over which CanWel Fibre holds timber tenures. Increases in rates charged by these independent contractors or the limited availability of these independent contractors may increase CanWel Fibre's timber harvesting costs. CanWel Fibre's financial condition and results of operations could be materially adversely impacted if CanWel Fibre was unable to rely on such consultants, engineers or others;, as CanWel Fibre intends to rely on these parties for development, construction and operating expertise, and if such parties' work was deficient or negligent or is not completed in a timely manner, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Third Party Risk

Environmental groups and interested individuals may seek to delay or prevent a variety of operations on CanWel Fibre's land base. It is possible that environmental groups and interested individuals will intervene with increasing frequency in regulatory processes involving CanWel Fibre. Challenges to CanWel Fibre's harvesting plans or land development plans could materially delay or prevent operation on its properties. Delays or restrictions due to intervention of environmental groups or interested individuals could adversely affect CanWel Fibre's operating results. In addition to intervention in regulatory proceedings, interested groups and individuals may file or threaten to file lawsuits that seek to prevent the implementation of CanWel Fibre's operating plans. Any lawsuit or even threatened lawsuit could delay harvesting CanWel Fibre's timberlands, which could have a material adverse impact on the results and operations of CanWel Fibre. Among the remedies that could be enforced in a lawsuit is a judgment entirely preventing or restricting the harvesting on a portion of CanWel Fibre's timberlands. If such a remedy was enforced, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Fuel and Energy Costs

CanWel Fibre is exposed to fluctuations in fuel cost impacting its harvesting and transportation activities. An increase in fuel cost may result in lower earnings and cash flows. In addition, many of CanWel Fibre's customers are high-energy consumers and, as a result, are themselves vulnerable to energy cost increases. If energy costs increase significantly, CanWel Fibre's customers may not be able to compete effectively and may have to reduce current operating volumes or close mills. If there was such an increase in energy cost that occurred, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Geographic Concentration

CanWel Fibre's timberlands are concentrated in British Columbia and Saskatchewan. Accordingly, if the level of production from these forests substantially declines or demand in the region were to decline for any reason, including natural or man- made disasters, closure of pulp, paper or lumber manufacturing operations in the region, such changes could have a material adverse effect on CanWel Fibre's overall harvest levels and its financial results. If these systems and procedures are inadequate or fail, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Forest Management

Although management believes it follows best practices with regard to forest sustainability and general forest management, there can be no assurance that management's forest management planning will have the intended result of ensuring that CanWel Fibre's asset base appreciates over time. If management's estimates of merchantable inventory are incorrect, harvesting levels of CanWel Fibre's timberlands may result in depletion of CanWel Fibre's timber assets. If the best practices with regard to forest sustainability and general forest management were to be inadequate or fail, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Seasonality

CanWel Fibre's operations are subject to seasonal variations and, as a result, CanWel Fibre's operating results vary from quarter to quarter. Harvesting activity can be compromised by inaccessibility to some sites during fire or wet seasons or natural or man-made disasters, resulting in decreased harvest levels. Results of one quarter will not be indicative of results that may be achieved in other quarters or for the full year. If such seasonal variations or weather conditions were to manifest, CanWel Fibre's financial condition and results of operations could be materially adversely impacted.

Ongoing Risks Relating to Acquisitions

The following risks, which relate to the integration of each or any of CanWel's acquisitions, including without limitation, TFI, CanWel Fibre, California Cascade and Honsador, may continue to apply notwithstanding the passage of time.

- ***Integration of the Combined Business*** - The integration of acquisitions requires the dedication of substantial management effort, time and resources which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. There can be no assurance that management will be able to integrate the operations of the businesses successfully or achieve any of the synergies or other benefits that are anticipated as a result of such acquisition. Any inability of management to continue to successfully achieve synergies and/or manage the integrated operations of the CanWel Group and such acquisition, including, but not limited to, information technology and financial reporting systems, could have a material adverse effect on the business, financial condition and results of operations of the CanWel Group.

- ***Supplier Risk*** - The CanWel Group distributes building products that are manufactured or supplied by a number of major suppliers. The loss of any of CBML's or an acquired entity's major suppliers or any significant number of existing suppliers of CBML or such acquired entity could have a material adverse effect upon the Corporation's results of operations and financial condition.

- ***Customer Risk*** - The CanWel Group's products and services are purchased by a number of major customers. The loss of any of CBML's or an acquired entity's major customers or any significant number of existing customers of CBML or such acquired entity could have a material adverse effect upon the Corporation's results of operations and financial condition.

- ***Control of the Combined Business*** - As at the date hereof, TFC and its Affiliates own approximately 20.3% of the outstanding Common Shares. The interests of TFC may conflict with each other or those of other shareholders.

Risk Relating to Securities

Unpredictability and Volatility of Market Price

Shares and convertible securities of a publicly traded company do not necessarily trade at values determined by reference to the underlying value of its business. The prices at which the Common Shares will trade cannot be predicted. The market price of the Common Shares could be subject to significant fluctuations in response to variations in quarterly operating results, distributions and other factors. The market price for the Common Shares may be adversely affected by changes in general market conditions, fluctuations in the market for equity or debt securities and numerous other factors beyond the control of the Corporation. The annual yield on the Common Shares as compared to the annual yield on other financial instruments may also influence the price of the Common Shares in the public trading markets. In addition, the securities markets have experienced significant price and volume fluctuations from time to time in recent years that often have been unrelated or disproportionate to the operating performance of particular issuers. These broad fluctuations may adversely affect the market price of the Common Shares.

Payment of Dividends

CanWel's dividend policy is at the discretion of the Board of Directors. Future dividends, if any, will depend on results of operations, cash requirements, financial condition, contractual restrictions, business opportunities, provisions of applicable law and other factors that the Board of Directors may deem relevant. Accordingly, the payment of dividends by CanWel and the level thereof is uncertain.

Dilution and Sale of Common Shares

Pursuant to its articles of incorporation, as amended, the Corporation is authorized to issue an unlimited number of Common Shares for the consideration and on those terms and conditions as are established by the Directors without the approval of any shareholders. Any further issuance of Common Shares may dilute the interests of existing shareholders. Furthermore, the Corporation may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Corporation which may be dilutive.

Sales of a substantial number of Common Shares by a significant holder(s) in the public market or otherwise could adversely affect the prevailing market prices of the Common Shares and could impair the Corporation's ability to raise additional capital through an offering of Common Shares. The possible perception among the public that these sales will occur could also produce the same effect.

Dividends Depend on Performance of Subsidiaries

Although the Corporation intends to pay dividends on its Common Shares, there can be no assurance regarding the amounts of income to be generated by the operating subsidiaries of the Corporation or ultimately distributed to the Corporation from these operating subsidiaries. The ability of the Corporation to make dividend payments, and the actual amount paid, is currently entirely dependent on the operations and assets of its subsidiaries, and is subject to various factors including their respective financial performances, obligations under applicable credit facilities, fluctuations in working capital, the sustainability of their margin and capital expenditure requirements. Dividends are not guaranteed and will fluctuate with the performance of the Treatment LPs, Honsador, California Cascade, CanWel Fibre and CBML. The Treatment GPs, Honsador, California Cascade, CanWel Fibre and CBML have the discretion to establish cash reserves for the proper conduct of their business. Adding to these reserves in any year would reduce the amount of cash available for distribution in that year. There can be no assurance regarding the actual levels of dividends by the Corporation. The market value of the Common Shares may deteriorate if the Corporation is unable to meet its cash distribution targets or interest payments in the future, and such deterioration may be material.

Leverage and Restrictive Covenants

CBML has third-party debt service obligations under its credit facilities (for the purposes of this section references to CBML shall be deemed to include Honsador, California Cascade and CanWel Fibre). In addition, CBML or CanWel may borrow additional funds from other third parties. The degree to which CBML is leveraged could significantly impact the amount of income to be generated by CBML and therefore funds available to the Corporation. The consequences of CBML's borrowing activities to the Corporation and to the holders of the Common Shares, include (i) CBML's ability to obtain additional financing for working capital, (ii) a portion of CBML's cash flow from operations will be dedicated to the payment of the interest on its indebtedness, thereby reducing funds available for payment to the Corporation, and (iii) certain of CBML's borrowings being at variable rates of interest, which exposes CBML to the risk of increased interest rates. CBML's ability to make scheduled payments of interest on, or to refinance, its indebtedness, will depend on its future cash flow, which is subject to the operations of CBML's business, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control or ability to predict with any accuracy. These factors might inhibit CBML from refinancing the indebtedness on favourable terms, or at all.

The credit facilities contain restrictive covenants that limit the discretion of CBML's management with respect to certain business matters and may, in certain circumstances, restrict CBML's ability to fund dividends on CBML's shares which could adversely impact dividends on the Common Shares. These covenants will place restrictions on, among other things, the ability of the borrower to incur additional indebtedness, to create other security interests, to complete mergers, amalgamations and acquisitions, to undertake an unsolicited take-over bid utilizing the credit facilities, make capital expenditures, to pay dividends or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets. The credit facilities will also contain financial covenants requiring the borrower to satisfy certain financial tests. A failure of CBML to comply with its obligations under the credit facilities could result in an event of default which, if not cured or waived, could permit the acceleration of the relevant indebtedness. The credit facilities are secured by customary security for facilities of this type, including first ranking security over all present and future personal property of CBML and a first ranking pledge of all present and future material subsidiaries of CBML and an assignment of insurance. If CBML is not able

to meet its debt service obligations, it risks the loss of some or all of its assets to foreclosure or sale. There can be no assurance that, if the indebtedness under the credit facilities were to be accelerated, CBML's assets would be sufficient to repay in full that indebtedness.

The credit facilities mature in 2021, with full repayment due at maturity. It is likely that CBML will have to refinance its debt on or prior to the date the credit facilities expire. lf the credit facilities are replaced by new debt that has less favourable terms or if CBML cannot refinance its debt, funds available for distribution to the Corporation and dividends to holders of Common Shares may be materially adversely impacted. It is not possible to determine at this time whether new debt may not be available at or before maturity, or whether it may only be available on terms less favourable than those governing the current credit facilities.

Capital Investment

The timing and amount of capital expenditures by the Treatment Plants, Honsador, California Cascade, CanWel Fibre or CBML will directly affect the amount of cash available for distribution to the Corporation. Dividends may be reduced, or even eliminated, at times when the board of directors of the Treatment GPs, Honsador, California Cascade, CanWel Fibre or CBML deems it necessary to make significant capital or other expenditures.

Restrictions on Potential Growth

The payout by the Treatment LPs, Honsador, California Cascade, CanWel Fibre or CBML of their available cash to the maximum extent possible will make additional capital and operating expenditures dependent on increased cash flow or additional financing in the future. Lack of those funds could limit the future growth of CanWel and its cash flow.

Pension Funding

CBML maintains a defined benefit pension plan for the benefit of certain past and current employees. The ability of CBML to meet the projected pension payments is maintained through investments and regular contributions. CBML may be required to make contributions to its pension plan in the future, depending on various factors, including future returns on pension plan assets, long-term interest rates, and changes in pension regulations, any or all of which may have a negative effect on CBML's liquidity and results of operations.

The funding requirements of CBML's pension plan, resulting from valuations of its pension plan assets and liabilities, depend on a number of factors, including but not limited to the actual return on pension plan assets, long-term interest rates, plan demographics, and pension regulations. Changes in these factors could cause actual future contributions to differ materially from CBML's current estimates, and could require CBML to make additional contributions to CBML's pension plan in the future and, therefore, could have a materially adverse impact on its liquidity and results of operations.

There can be no assurance that CBML's pension plan will be able to earn its assumed rate of return. A material portion of CBML's pension plan assets are invested in public equity securities. As a result, the ability of CBML's pension plan to earn the rate of return that has been assumed significantly depends on the performance of capital markets. Market conditions also impact the discount rate used to calculate CBML's solvency obligations, and thereby could also significantly affect CBML's cash funding requirements.

DIVIDENDS

In November, 2011, the Board of Directors announced that it had adopted a new dividend policy with the intent to pay a quarterly dividend of $0.07 per Common Share commencing with dividends declared in fiscal 2012. In May 2014, the Corporation consolidated its shares on a 1 for 2 basis, and accordingly the dividend was adjusted to $0.14. The Board of Directors intends to review the Corporation's dividend policy periodically in the context of the firm's overall profitability, free cash flow, regulatory requirements, capital requirements and other business needs.

As a corporation, the Corporation's dividend policy is at the discretion of the Board of Directors. Future dividends, if any, will depend on the operations and assets of the Corporation and will be subject to various factors, including, without limitation, the Corporation's financial performance, fluctuations in its working capital, the sustainability of its margins, its capital expenditure requirements, obligations under its credit facilities, provisions of applicable law (including satisfying the dividend solvency test applicable to CBCA corporations) and other factors that the Directors may deem relevant from time to time. There can be no guarantee that the Corporation will maintain its dividend policy. See "Risk Factors".

The following table sets forth the dividends paid by the Corporation for the last three years:

Record Date	Dividend per Common Share ($)
2015	
March 31, 2015	$0.14
June 30, 2015	$0.14
September 30, 2015	$0.14
December 31, 2015	$0.14
2016	
March 31, 2016	$0.14
June 30, 2016	$0.14
September 30, 2016	$0.14
December 30, 2016	$0.14
2017	
March 31, 2017	$0.14
June 30, 2017	$0.14
September 29, 2017	$0.14
December 29, 2017	$0.14

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Corporation consists of an unlimited number of a single class of common shares and an unlimited number of preferred shares issuable in series. The Corporation also had a class of Debentures that were redeemed on the Redemption Date. The following is a summary of the rights, privileges, restrictions and conditions attaching to the securities of the Corporation.

Common Shares

Holders of Common Shares will be entitled to one vote per share at meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the board of directors of the Corporation (subject to the rights of shares, if any, having priority over the Common Shares) and to receive pro rata the remaining property and assets of the Corporation upon its dissolution or winding-up, subject to the rights of shares, if any, having priority over the Common Shares.

Preferred Shares

Each series of preferred shares shall consist of such number of shares and have such rights, privileges, restrictions and conditions as may be determined by the Board of Directors of the Corporation prior to the issuance thereof. Holders of preferred shares, except as required by law, will not be entitled to vote at meetings of shareholders of the Corporation except as specified in the applicable rights, privileges, restrictions and conditions thereof. With respect to the payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the preferred shares are entitled to preference over the Common Shares and any other shares ranking junior to the preferred shares from time to time and may also be given such other preferences over the Common Shares and any other shares ranking junior to the preferred shares as maybe determined at the time of creation of such series. No preferred shares of the Corporation are or have been issued as of the date hereof.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the TSX under the trading symbol "CWX". The monthly volume of trading and price ranges of the Common Shares for the year ending December 31, 2017 are set out below. The Debentures were listed for trading on the TSX under the trading symbol "CWX.DB" until the Redemption Date.

2017 Trading History
Common Shares

2017	High	Low	Monthly Trading Volume
January	6.18	5.75	3,275,400
February	6.20	5.93	2,025,700
March	6.49	5.81	5,380,600
April	6.15	5.87	3,569,400
May	6.48	5.85	4,319,400
June	6.85	6.42	3,878,100
July	6.62	6.12	2,775,900
August	6.30	5.91	2,143,300
September	6.44	6.03	2,933,700
October	6.67	6.24	2,240,100
November	7.20	6.50	3,835,900
December	7.42	7.12	3,120,300

SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

The Corporation is not aware of any Common Shares that are subject to contractual restrictions on transfer.

DIRECTORS AND MANAGEMENT

Directors and Officers

The directors of the Corporation (the "**Directors**") are Amar S. Doman, Stephen W. Marshall, Marc Séguin, Ian M. Baskerville, Tom Donaldson, Kelvin Dushnisky, Sam Fleiser, Harry Rosenfeld, and Siegfried J. Thoma. Messrs. A. Doman, M. Séguin, J. Code and R. Doman are also the members of the board of directors of CBML.

The following table sets out, for each of the Directors and senior officers of the Corporation, as at March 29, 2018, the person's name, municipality of residence, positions with the Corporation (i.e., directorship), and principal occupation. The term of office for each of the Directors will expire at the time of the next annual meeting of holders of Common Shares. As of the date hereof, the Directors and senior management of the Corporation, including TFC, Honsador, California Cascade and CanWel Fibre, beneficially own, directly or indirectly, Common Shares representing in the aggregate approximately 20.3% of the issued and outstanding Common Shares on a fully-diluted basis.

Name and Municipality of Residence	Position	Principal Occupation	Director Since [4]
AMAR S. DOMAN[1] British Columbia, Canada	Chairman and CEO, Director	CEO of CanWel, President and CEO, TFC	December 31, 1999
STEPHEN W. MARSHALL British Columbia, Canada	Director	Vice-President, Treated Wood, CanWel Treating Division	March 29, 2004
MARC SÉGUIN British Columbia, Canada	Director, President CBML	President, CBML	May 8, 2012
IAN M. BASKERVILLE[2][5][7] Ontario, Canada	Director	Senior Vice President and General Counsel, Compass Group Canada Ltd.	March 29, 2004
TOM DONALDSON[2][5][7] New Brunswick, Canada	Director	Retired, former President, CBML	January 24, 2004
KELVIN DUSHNISKY[2][5][7][8] Ontario, Canada	Director	President, Barrick Gold Corp., Chair Acacia Mining plc	March 29, 2004
SAM FLEISER[2][3] Ontario, Canada	Director	President, Tradecap Inc.	May 7, 2013
SIEGFRIED J. THOMA[2][5][6][7] Oregon, U.S. A.	Director	President and CEO, Progressive Services Corporation	March 29, 2004
HARRY ROSENFELD British Columbia, Canada	Director	Executive Vice President TFC	May 16, 2016
JAMES CODE British Columbia, Canada	Chief Financial Officer	Chief Financial Officer, CanWel	N/A
R.S. (ROB) DOMAN British Columbia, Canada	General Counsel and Corporate Secretary	President and CEO, Waterstone Partners Inc.	N/A

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Notes:
(1) Chairman of the Board of Directors.
(2) Member of the Audit Committee.
(3) Chair of the Audit Committee.
(4) Except for Messrs. Fleiser and Séguin, indicates date on which each applicable person became a trustee or director of a predecessor to the Corporation.
(5) Member of the Compensation Committee.
(6) Chair of the Compensation Committee.
(7) Member of the Nominating and Corporate Governance Committee.
(8) Chair of the Nominating and Corporate Governance Committee.

Biographies

Set forth below is a description of the background of the Directors and executive officers of the Corporation. Each of the Directors and executive officers of the Corporation has been engaged for more than five years in his present principal occupation or in other capacities with the Corporation or an Affiliate, except as set forth below.

Amar S. Doman, *Chairman, Chief Executive Officer and Director*. Mr. Doman was the founder of TFC and was responsible for the initial acquisition of CBML from its previous owners. Mr. Doman was also responsible for the CanWel Hardware, CanWel Treating, BLC, NWT, NAWP, Pastway, California Cascade, Jemi Fibre, TFI, and Honsador acquisitions and has steadily built CanWel to its current level. Mr. Doman has over 25 years' experience in the building materials manufacturing and distribution industries. He is the Chairman of the Board of Directors and CEO for CBML and is the Chairman and President of TFC. Mr. Doman is also a member and chair of the board of directors of Tree Island Steel Ltd. (TSX; TSL). Mr. Doman is a former member of the board of the Heart and Stroke Foundation of Canada and is a former director of the Canadian Institute of Treated Wood and the Building Supply Dealers Association of British Columbia. Mr. Doman was also named Ernst & Young Pacific Region Business to Business Entrepreneur of the Year in 2005.

Stephen W. Marshall, *H.B.A, B.A., Vice President, Treated Wood, CanWel Treating Division and Director*. Mr. Marshall is the Vice-President, Treated Wood, CanWel Treating Division and a director of CanWel. Mr. Marshall initially joined Futura Forest Products Ltd. in 1993, prior to the acquisition by CanWel of its business that formed the Surewood Forest Products Division in 2001. Mr. Marshall was the President of the Surewood Forest Products division until December, 2014. Prior to joining Futura Forest Products Ltd., Mr. Marshall was the General Manager for Hilan Wood Preservers, a competitor of CBML in the Ontario market, a retail investment advisor for Pemberton Securities Inc. in Toronto, Ontario and also worked the Institutional Sales desk for Nikko Securities Co. International Inc. in London, U.K.

Marc Séguin, *B.A.A., President, CanWel Building Materials Division*. Mr. Séguin joined CanWel as General Manager, Quebec Region based in Blainville, QC, in November, 2006. In 2008, he also assumed responsibility for CanWel's Chalifour division, the building materials distribution division of CanWel Hardware Inc., until this division was divested in November, 2010. Mr. Séguin was appointed to his current position in June, 2011. Prior to joining CanWel, from 1999 to 2006 he was General Manager at Montreal-based Laminage M.E.S. Inc., a leading provider of specialized lamination products for interior decoration. Twice from 1989 to 1991 and from 1992 to 1998, he was the Sales and Marketing Manager at Daubois Inc., the largest manufacturer of bagged cement based products in Quebec. He participated in the company's board meetings in this role. He began his career with Lipton in the food industry in the early 1980's until 1988 and again from 1991 to 1992, where performed a variety of roles, including Sales Representative, Key Account Manager, Regional Sales Manager and Product Manager, in the provinces of both Quebec and Ontario. Mr. Séguin received his BAA from the University of Quebec (Montreal).

Ian M. Baskerville, *B.A., LL.B., Director*. Mr. Baskerville is Senior Vice President and General Counsel, Compass Group Canada Ltd., which is Canada's leading foodservices and support services provider. Mr. Baskerville was formerly General Counsel, Vice-President Human Resources and Corporate Secretary for The Second Cup Ltd. Prior to which, he was formerly Legal Counsel at Cara Operations Limited. Mr. Baskerville obtained a Bachelor of Arts degree from the University of Victoria in 1993 and his Bachelor of Laws degree from the University of Western Ontario in 1997. He was called to the Ontario Bar in 1999 and is a member of the Law Society of Upper Canada.

Tom Donaldson, *M.B.A., Director*. Mr. Donaldson joined CBML as General Manager, Atlantic Division based in Dartmouth, Nova Scotia in June 1995. In July 2002, he became Vice President and General Manager, Western Canada and in January 2004, he became President and CEO of CBML, where he served until his retirement in January 2010. Mr. Donaldson was also the President of Sodisco-Howden Group Inc. and CanWel Hardware Inc. from January 2005 to January 2010. During his career at CBML, Mr. Donaldson has served on a number of national project teams and committees on special projects, and witnessed the initial public offering of CBML on the TSX in 2004, and then its conversion to and from a trust in 2005 and 2010. Prior to joining CBML, Mr. Donaldson was Regional Sales Marketing Manager with Emco Supply Ltd. for Atlantic Canada. Mr. Donaldson also served on the Board of Directors for the Make A Wish Foundation in Atlantic Canada. Mr. Donaldson holds a Master's of Business Administration from Saint Mary's University in Halifax, NS.

Kelvin Dushnisky, *B.Sc. (Hon.), M.Sc., J.D., Director*. Mr. Dushnisky is a lawyer with senior executive experience associated with a number of private and public companies. He joined Barrick Gold Corporation (TSX, NYSE) in 2002 and most recently was promoted to President in 2015, and is Chairman of Acacia Mining plc (formerly African Barrick Gold plc) (LSE) since 2013. Before joining Barrick, Mr. Dushnisky was a Managing Director of Altara Securities Inc. (acquired by an affiliate of Manulife Securities Inc. in 2003). He is the former Vice-Chair, General Counsel and a founding Director of EuroZinc Mining Corporation. He is a former Vice-President of Sutton Resources Ltd. (acquired by Barrick in 1999), and has held directorships with a number of public companies in the mining, oil and gas and hospitality sectors. Mr. Dushnisky is also a member of the board of the World Gold Council, the International Council for Mining and Metals, the Institute of the Americas, the Canadian Institute for the Americas, the IAB (International Advisory Board) of the Shanghai Gold Exchange, and the Board of Trustees of the University Health Network (Toronto).

Sam Fleiser, *CPA, CA. Director*. Mr. Fleiser is the President of Tradecap Inc., a privately held company providing trade and inventory finance to Canadian mid-market companies. From January 2013 until December 2015, Mr. Fleiser was President of Alignvest Private Debt Ltd., a privately held finance company providing financing to distressed or under-performing companies. Prior to his role at Alignvest, he was founder and President of Callidus Capital Corporation, a privately held finance company, prior to its public listing in 2014 (TSX:CBL). Mr. Fleiser has more than 30 years of experience in managing, building and restructuring numerous businesses in a wide variety of industries. Prior to forming Callidus in 2003, Mr. Fleiser specialized in assisting distressed businesses facing serious financial or management crisis. Mr. Fleiser is a director of Tree Island Steel Ltd. (TSX:TSL), numerous private companies and is an active member of the Turnaround Management Association (TMA) and the Commercial Finance Association (CFA). Mr. Fleiser has a B.Comm equivalent from The University of the Witwatersrand, Johannesburg, South Africa and is a member of the Chartered Professional Accountants of Ontario.

Harry Rosenfeld, *Director*. Mr. Rosenfeld is currently the Executive Vice President of The Futura Corporation, a position that he has held since 2004. From 1997 to 2004, Mr. Rosenfeld was employed by Congress Financial Corporation of Canada, where as Senior Vice President and Portfolio Manager he directed the Credit and Administration functions for one of the largest asset based lenders in Canada. A former Vice President with Bank of New York Financial Corporation, Mr. Rosenfeld has over 30 years of financing, mergers and acquisition and banking experience. Mr. Rosenfeld is also a director of Tree Island Steel Ltd. (TSX:TSL). Mr. Rosenfeld is a former Treasurer and Director of the CFA (Commercial Finance Association) and has been a guest speaker at various financing and industry seminars. Mr. Rosenfeld holds a B.A. from the University of Waterloo.

Siegfried J. Thoma, *Director*. Mr. Thoma is currently the President and CEO of Progressive Services Corporation, a company Mr. Thoma formed in September, 2003. Progressive is involved in United States sales, marketing and distribution of building materials from foreign producers into the United States. Mr. Thoma was formerly international trading manager of Rayonier Inc. which he joined in August 2001. Mr. Thoma has over 30 years' experience in the forestry industry and, prior to joining Rayonier Inc., he was the General Manager, International Division, of Cascade Empire Corporation from October 1998 to August 2001 and was the Director of Business at Louisiana Pacific Corporation from May 1991 to October 1998. His previous experience also includes work as a commodity fund manager at Tricon U.S.A., Inc.

James Code, *CPA, CA, B.B.A., Chief Financial Officer*. Mr. Code joined CanWel as Corporate Controller in December, 2009 and was appointed to his current role in October, 2011. Mr. Code brings over 25 years of diversified financial leadership to the Corporation, including financial reporting, accounting practices, strategic planning, budgeting, and design and monitoring of financial controls. Prior to joining the Corporation he was the Chief Financial Officer at Epic Data International Inc. from 1997 to 2008, listed on TSX-V, a provider of software and hardware solutions to the manufacturing industry, where he directed all financial aspects for this public company with operations in Canada, the US and the UK. Prior to this he served as Chief Financial Officer at a privately held, diversified contract research company in Vancouver. Mr. Code qualified as a Chartered Accountant in 1990 while with Ernst & Young and holds a Bachelor of Business Administration from Simon Fraser University.

R.S. (Rob) Doman, *B.Comm, M.B.A., LL.B., General Counsel and Corporate Secretary*. Mr. Doman is a lawyer, founder and is president of Waterstone Partners Inc., a private consulting corporation providing business, corporate finance and strategic and regulatory advisory services. Prior to forming Waterstone, Mr. Doman specialized in corporate finance and securities as a lawyer in the corporate-commercial department at DLA Piper (Canada) LLP (formerly Davis LLP) from 2002 to 2004, and practiced securities and corporate law at a boutique corporate finance law firm prior to its acquisition by DLA Piper in 2002. Mr. Doman is former Chairman of the Board of Boulevard Industrial REIT (TSX-V) and Chair of its Governance and Compensation Committees, prior to its sale to PROREIT in September 2015. Mr. Doman is a former member of the Board of Governors of the British Columbia Institute of Technology and former Chair of its Governance Committee. Mr. Doman obtained a Bachelor of Commerce (Finance) degree and a Master of Business Administration from the University of British Columbia and his Bachelor of Laws degree from the University of Victoria. He was called to the British Columbia Bar in 1996 and is a member of the Law Society of British Columbia and the Canadian Bar Association.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Corporate Cease Trade Orders or Bankruptcies

None of the directors or executive officers of CanWel (a) are, as at the date hereof, or have been, within the 10 years before the date of the Information Circular, a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an "**Order**") that was issued while the person was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, (b) are, as at the date hereof, or have been within 10 years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (c) have, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person.

Penalties or Sanctions

To the knowledge of CanWel, none of the directors or executive officers of CanWel, nor any personal holding company thereof owned or controlled by them, (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

The Corporation leases certain of its distribution centres from a company in which a director and an officer are directors and minority shareholders, at prevailing market-prices and under terms and conditions customary for such transactions.

Each of AWP LP, EWP LP and QWP LP leases the premises in respect of the land and buildings on which its applicable Treatment Plant is situate from the Treatment LP Vendors, companies owned directly or indirectly through the TFC Group. Each lease is for a period of 15 years at a rental rate that management believes is equivalent to the rates charged for comparable premises within the applicable market. Each lease is subject to an escalator clause, pursuant to which rental payments will be increased on the fifth and tenth anniversaries thereof to fair market value, as agreed by the parties, based upon rental rates charged for comparable premises within the applicable market.

Lease payments to related parties in respect of all of the foregoing properties totalled $3.2 million in 2017. CBML has real estate operating lease commitments with related parties. The minimum payments under the terms of these leases are as approximately as follows: $3.5 million in 2018, $3.5 million in 2019, $2.4 million in 2020, $2.1 million in 2021, $1.6 million in 2022, and $14.9 million in total thereafter.

During the year ended December 31, 2017, CBML paid $1.2 million for management fees and other services to a company owned by a Director and was charged professional fees of $559,000 by a company owned by an officer of CBML.

For additional information, please see note 29 of the 2017 Consolidated Financial Statements, which are available at www.sedar.com.

In addition to the aforementioned related party transactions, certain subsidiaries of the Corporation have entered into leases for distribution and treating facilities with entities affiliated with individuals who are directors and officers of such subsidiaries, in connection with the California Cascade Acquisition, TFI Acquisition, Jemi Fibre Acquisition, and Honsador Acquisition. During the year ended December 31, 2017, such lease payments totaled $1.2 million (2016 - $1.3 million), and trucking services and other related services paid totaled $70,000 (2016 - $573,000).

LEGAL PROCEEDINGS

CBML and its divisions are involved in various legal actions and proceedings which arise from time to time in the ordinary course of their business. In view of the quantum of the amounts claimed and the insurance coverage maintained by CBML in respect of these matters, CBML considers that the aggregate contingent liability resulting from those legal actions and proceedings is not material. Please see note 31 of the 2017 Consolidated Financial Statements.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

See “Conflicts of Interest”.

TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent for the Common Shares is AST Trust Company (Canada), at its principal offices in Vancouver, British Columbia and Toronto, Ontario.

MATERIAL CONTRACTS

The following is the only material contract, other than contracts in the ordinary course of business or contracts in respect of acquisitions, which has been entered into by CanWel and which is still in effect.

TFC Securityholders Agreement

On February 1, 2010, the Corporation and TFC entered into a securityholders agreement (the "**TFC Securityholders Agreement**"). The TFC Securityholders Agreement provides that, so long as TFC and any of its associates or affiliates, and any family members of its controlling shareholder or any company, trust or other entity owned by or maintained for the TFC Group holds or controls at least 20% of the outstanding Common Shares, TFC will, subject to certain limitations, have pre-emptive rights to purchase Common Shares or securities convertible into Common Shares to maintain its pro rata ownership interest in the event that Corporation issues Common Shares or securities convertible into Common Shares in any public offering or private placement. These pre-emptive rights will cease to apply if the equity interest in the Corporation falls below 10% for a continuous period of at least 90 days.

For so long as the TFC Group holds or controls at least 20% of the outstanding Common Shares none of the Corporation or its Subsidiaries may take the following actions without the prior approval of TFC: (i) sell, lease or dispose of a material portion of the direct or indirect assets, or any material asset, of the Corporation or its Subsidiaries or affiliates, out of the ordinary course of business (other than in connection with an internal reorganization); (ii) cause or permit to be caused any amalgamation, arrangement or other merger of the Corporation or its Subsidiaries or affiliates (other than in connection with an internal reorganization), or amend, supplement or restate any constating document of the Corporation or its Subsidiaries or affiliates; (iii) change the fundamental nature of the business of the Corporation or its Subsidiaries or affiliates; (iv) adopt any plan or proposal to seek relief under bankruptcy or insolvency laws, or to wind up, liquidate, dissolve or reorganize (other than, in the case of a reorganization, pursuant to an internal reorganization); or (v) change the size of its Board of Directors.

The TFC Securityholders Agreement also provides TFC with the following rights to nominate members of the Board of Directors: (i) so long as TFC Group holds or controls at least 25% of the outstanding Common Shares, TFC will be entitled to nominate three directors of the Corporation; (ii) so long as the TFC Group holds or controls at least 10% but less than 25% of the outstanding Common Shares, TFC will be entitled to nominate two directors of the Corporation; and (iii) so long as the TFC Group holds or controls at least 5% but less than 10% of the outstanding Common Shares, TFC will be entitled to appoint one director of the Corporation. Any individual appointed by TFC pursuant to (iii) above, shall have the right, subject to certain limitations, to be appointed, at the request of such nominee, to committees and special committees of the Board of Directors.

INTERESTS OF EXPERTS

Ernst & Young LLP, the Corporation's auditors, has confirmed that it is Independent with respect to the Corporation, the Fund or any of its Affiliates within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia as of March 8, 2018.

ADDITIONAL INFORMATION

Additional information, including information as to directors' and officers' remuneration, principal holders of securities of the Corporation and securities authorized for issuance under the Corporation's equity compensation plans can be found in the Corporation's management information circular to be furnished in connection with the annual general meeting of shareholders of the Corporation to be held on May 8, 2018.

Additional financial and operational information is provided in the Corporation's comparative financial statements and MD&A for the years ended December 31, 2017 and December 31, 2016 which can be found at www.sedar.com. Copies of such documents may be obtained upon request from the Corporate Secretary of the Corporation, 1100 – 1055 West Georgia Street, Vancouver, British Columbia V6E 3P3 or through the Corporation's web site at: http://www.canwel.com.

APPENDIX I
AUDIT COMMITTEE AND AUDITORS' FEES

The audit committee assists the board in fulfilling its oversight responsibilities in respect of the Corporation's accounting and reporting practices. Pursuant to its charter, a copy of which is attached hereto as Schedule A, the committee is responsible for, among other things, requiring management to implement and maintain appropriate internal controls, reviewing and assessing the adequacy and integrity of the Corporation's consolidated financial reporting processes and internal controls, reviewing appointments to senior positions of the Corporation with financial reporting responsibilities, and reviewing and approving hiring policies regarding employees and former employees of the present and former auditors of the Corporation. In respect of the auditors, the committee is responsible for, among other things, reviewing the audit plan with the auditors, reviewing the performance of the auditors, recommending each year the retention or replacement of the auditors, reviewing and recommending for approval the terms of engagement and remuneration of the auditors, overseeing the work of the auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and meeting with the auditors on a regular basis in the absence of management. The audit committee also determines which non-audit services the auditors are prohibited by law or regulation, or as determined by the committee, from providing and is responsible to pre-approve all services provided by the auditors.

The audit committee is also charged with various aspects of CanWel's financial reporting, including reviewing CanWel's consolidated annual audited, and interim unaudited, financial statements and related documents prior to any public disclosure of such information, reviewing all critical policies and practices used as well significant management estimates and judgments and any changes in accounting policies or financial reporting requirements that may affect CanWel's consolidated financial statements, and reviewing all other annual financial reporting documents as well as management's discussion and analysis, and earnings releases.

The audit committee is required to meet as many times as is necessary to carry out its responsibilities, but in no event will meet less than once a year. Each member of the audit committee is required to be financially literate, meaning that the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can be expected to be raised by CanWel's financial statements.

The audit committee currently has five members, Ian M. Baskerville, Tom Donaldson, Kelvin Dushnisky, Sam Fleiser (Chair) and Siegfried J. Thoma, all of whom are independent and each of whom is financially literate (as defined above). The following is a brief summary of the education or experience of each member of the audit committee that is relevant to the performance of his or her responsibilities as a member of the audit committee, including any education or experience that has provided the member with an understanding of the accounting principles used by us to prepare our annual and interim financial statements:

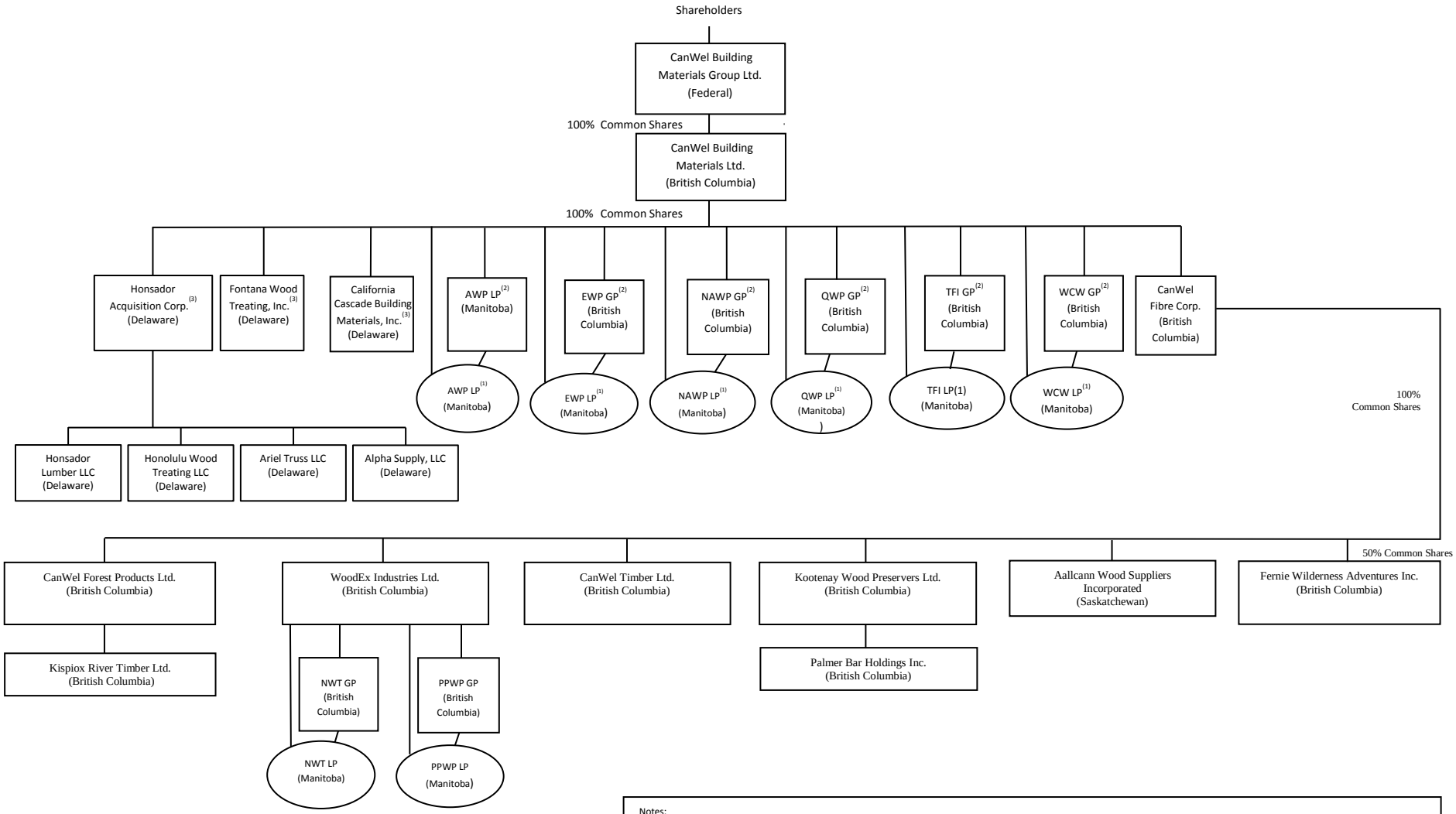
Audit Committee Member	Relevant Education and Experience
SAM FLEISER, CPA, CA. DIRECTOR. (CHAIR)	Mr. Fleiser is the President of Tradecap Inc., a privately held company providing trade and inventory finance to Canadian mid-market companies. From January 2013 until December 2015, Mr. Fleiser was President of Alignvest Private Debt Ltd., a privately held finance company providing financing to distressed or under-performing companies. Prior his role at Alignvest, he was founder and President of Callidus Capital Corporation, before its public listing in 2014 (TSX:CBL). Mr. Fleiser has more than 30 years of experience in managing, building and restructuring numerous businesses in a wide variety of industries. Prior to forming Callidus in 2003, Mr. Fleiser specialized in assisting distressed businesses facing serious financial or management crisis. Mr. Fleiser is a director of Tree Island Steel Ltd. (TSX:TSL), numerous private companies and is an active member of the Turnaround Management Association (TMA) and the Commercial Finance Association (CFA). Mr. Fleiser has a B.Comm equivalent from The University of the Witwatersrand, Johannesburg, South Africa and is a member of the Chartered Professional Accountants of Ontario.

Audit Committee Member	Relevant Education and Experience
IAN M. BASKERVILLE, B.A., LL.B. DIRECTOR.	Mr. Baskerville is Senior Vice President and General Counsel, Compass Group Canada Ltd., which is Canada's leading foodservices and support services provider. Mr. Baskerville was formerly General Counsel, Vice-President Human Resources and Corporate Secretary for The Second Cup Ltd. Prior to which, he was formerly Legal Counsel at Cara Operations Limited. Mr. Baskerville obtained a Bachelor of Arts degree from the University of Victoria in 1993 and his Bachelor of Laws degree from the University of Western Ontario in 1997. He was called to the Ontario Bar in 1999 and is a member of the Law Society of Upper Canada.
TOM DONALDSON, M.B.A. DIRECTOR.	Mr. Donaldson joined CBML as General Manager, Atlantic Division based in Dartmouth, Nova Scotia in June 1995. In July 2002, he became Vice President and General Manager, Western Canada and in January 2004, he became President and CEO of CBML, where he served until his retirement in January 2010. Mr. Donaldson was also the President of Sodisco-Howden Group Inc. and CanWel Hardware Inc. from January 2005 to January 2010. During his career at CBML, Mr. Donaldson has served on a number of national project teams and committees on special projects, and witnessed the initial public offering of CBML on the TSX in 2004, and then its conversion to and from a trust in 2005 and 2010. Prior to joining CBML, Mr. Donaldson was Regional Sales Marketing Manager with Emco Supply Ltd. for Atlantic Canada. Mr. Donaldson also served on the Board of Directors for Make A Wish in Atlantic Canada. Mr. Donaldson holds a Masters of Business Administration from Saint Mary's University in Halifax, NS.
KELVIN DUSHNISKY B.Sc. (Hon.), M.Sc., J.D. DIRECTOR.	Mr. Dushnisky is a lawyer with senior executive experience associated with a number of private and public companies. He joined Barrick Gold Corporation (TSX, NYSE) in 2002 and most recently was promoted to President in 2015, and Chairman of Acacia Mining plc (formerly African Barrick Gold plc) (LSE) in 2013. Before joining Barrick, Mr. Dushnisky was a Managing Director of Altara Securities Inc. (acquired by an affiliate of Manulife Securities Inc. in 2003). He is the former Vice-Chair, General Counsel and a founding Director of EuroZinc Mining Corporation. He is a former Vice-President of Sutton Resources Ltd. (acquired by Barrick in 1999), and has held directorships with a number of public companies in the mining, oil and gas and hospitality sectors. Mr. Dushnisky is also a member of the board of the World Gold Council, the International Council for Mining and Metals, the Institute of the Americas, the Canadian Institute for the Americas, the IAB (International Advisory Board) of the Shanghai Gold Exchange, and the Board of Trustees of the University Health Network (Toronto). Mr. Dushnisky has been a member of audit committee for other public issuers; directly involved with tax and fiscal matters in relation to financially significant international projects and is familiar with accounting, reporting and controls.
SIEGFRIED J. THOMA DIRECTOR.	Mr. Thoma is currently the President and CEO of Progressive Services Corporation, a company Mr. Thoma formed in September, 2003. Progressive is involved in United States sales, marketing and distribution of building materials from foreign producers into the United States. Mr. Thoma was formerly international trading manager of Rayonier, Inc. which he joined in August 2001. Mr. Thoma has over 30 years' experience in the forestry industry and, prior to joining Rayonier Inc., he was the General Manager, International Division, of Cascade Empire Corporation from October 1998 to August 2001 and was the Director of Business at Louisiana Pacific Corporation from May 1991 to October 1998. His previous experience also includes work as a commodity fund manager at Tricon U.S.A., Inc. Mr. Thoma is also familiar with the use and review of financial reports through his intimate involvement with the purchase and sale of numerous companies, including, but not limited to his tenure at Louisiana Pacific.

Our Audit Committee Charter attached hereto as Schedule A sets out specific policies and procedures that have been adopted for the engagement of non-audit services. The table below provides disclosure of the services provided and fees earned by our external auditors in fiscal 2017 and fiscal 2016, dividing the services into the three categories of work performed. Ernst & Young LLP were appointed the Corporation's auditors on November 3, 2011.

Type of Work	2017 Fees	2017 Percentage	2016 Fees	2016 Percentage
Audit Fees				
Audit fees	**$581,825**	**58.0%**	$565,000	60.2%
Audit-Related Fees				
Accounting Consultations	**$5,000**	**0.5%**	$5,000	0.5%
Other Audit-Related Fees	**$138,500**	**13.8%**	$164,000	17.5%
	$725,325	**72.3%**	$734,000	78.2%
Tax Fees				
Fees for tax compliance, tax advice, and tax planning	**$278,030**	**27.7%**	$146,900	15.6%
Other	-	-	$58,000	6.2%
All Other Fees	**$278,030**	**27.7%**	$204,900	21.8%
Total	**$1,003,355**	**100.0%**	$938,900	100.0%

APPENDIX II
CANWEL BUILDING MATERIALS GROUP LTD.
ORGANIZATION CHART



Notes:
(1) CBML owns 100% of the limited partnership interests in each of the Treatment LPs.
(2) CBML owns 100% of the common shares in each of the respective Treatment GPs. Each of the Treatment GPs owns 100% of the general partner interest in its respective Treatment LP.
(3) US subsidiaries indirectly held through cross border structure.

SCHEDULE A
CANWEL BUILDING MATERIALS GROUP LTD.
AUDIT COMMITTEE
CHARTER

The Audit Committee (the "**Committee**") of CanWel Building Materials Group Ltd. (the "**Corporation**") is established in order to assist the board of directors of the Corporation (the "**Board**") in its oversight activities. The purpose of the Committee is to assist such board in fulfilling its responsibilities of oversight and supervision of:

- the integrity of the accounting and financial reporting practices and procedures of the Corporation,
- the adequacy of the internal accounting controls and procedures of the Corporation,
- the quality and integrity of the consolidated financial statements of the Corporation, and
- the independence (as defined in National Instrument 52-110 - *Audit Committees*) and performance of the independent auditor of the Corporation.

Composition:

- The board of directors of the Corporation shall elect annually from among its members a committee to be known as the Audit Committee to be composed of at least three directors who are "unrelated" directors (within the meaning of the Toronto Stock Exchange corporate governance guidelines), who are independent of the Corporation and each of whom is financially literate (as defined in National Instrument 52-110 - *Audit Committees*) (or will become so within a reasonable period of time following his or her appointment).
- A member of the Committee who sits on the board of directors of an affiliated entity is exempt from the requirement that he or she be independent if that member, except for being a director (or member of the audit committee or any other board committee) of the Corporation and the affiliated entity, is otherwise independent of the Corporation and the affiliated entity, provided that the boards have determined that appointing such member to the Committee will not materially adversely affect the ability of the Committee to act independently.
- If a member of the Committee ceases to be independent for reasons outside that member's reasonable control, that member is exempt from the requirement to be independent for a period ending on the later of:

  (a) the next annual meeting of the Corporation; and

  (b) the date that is six months from the occurrence of the event which caused the member to not be independent,

  provided that the Board has determined that appointing such member to the Committee will not materially adversely affect the ability of the Committee to act independently.
- Where the death, disability or resignation of the member of the Committee has resulted in a vacancy on the Committee that the Board is required to fill, a member appointed to fill such vacancy is exempt from the requirements to be independent and financially literate for a period ending the later of:

  (a) the next annual meeting of the Corporation; and

  (b) the date that is six months from the day the vacancy was created,

  provided that the Board has determined that appointing such member to the Committee will not materially adversely affect the ability of the Committee to act independently.

Reports:

The Committee shall report to the Board on a regular basis and, in any event, before the public disclosure by the Corporation of its quarterly and annual financial results. The reports of the Committee shall include any issues of which the Committee is aware with respect to the quality or integrity of the consolidated financial statements of the Corporation, its compliance with legal or regulatory requirements, and the performance and independence of the independent auditor.

Responsibilities:

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

Financial Statements and Other Financial Information

The Committee shall:

(i) review the Corporation's consolidated annual audited financial statements and related documents prior to any public disclosure of such information;

(ii) review the Corporation's consolidated interim unaudited financial results and related documents prior to any public disclosure;

(iii) following a review with management and the independent auditors of such annual and interim consolidated financial statements and related documents recommend to the Board the approval of such financial statements and related documents;

(iv) review with management and/or the independent auditors all critical policies and practices used as well as significant management estimates and judgments and any changes in accounting policies or financial reporting requirements that may affect the consolidated financial statements;

(v) review with management and/or the independent auditors the treatment in the financial statements of any significant transactions, and other potentially difficult matters;

(vi) review a summary provided by legal counsel to the Corporation of the status of any material pending or threatened litigation, claims and assessments respecting the Corporation and its subsidiaries; and

(vii) review the other annual financial reporting documents as well as management's discussion and analysis and earnings press releases of the Corporation prior to any disclosure to the public.

Financial Reporting Control Systems

The Committee shall:

(viii) require management to implement and maintain appropriate internal controls, and use reasonable efforts to satisfy itself as to the adequacy of the policies for the management of risk and the preservation of assets and the fulfillment of legislative and regulatory requirements;

(ix) annually, in consultation with management, the independent auditors and if applicable the officer or employee responsible for the internal audit function, review, evaluate and assess the adequacy and integrity of the consolidated financial reporting processes and internal controls; discuss significant financial risk, exposures and the steps management has taken to monitor, control and report such exposures;

(x) if applicable, meet separately with the officer or employee responsible for the internal audit function to discuss any matters that the Committee or auditors believe should be discussed in private;

(xi) submit to the Board any recommendations the Committee may have from time to time with respect to financial reporting, accounting procedures and policies and internal controls;

(xii) review reports from senior officers of the Corporation outlining any significant changes in financial risks facing the Corporation;

(xiii) review the management letter of the independent auditors and the responses to suggestions made;

(xiv) review any new appointments to senior positions of the Corporation with financial reporting responsibilities;

(xv) satisfy itself that adequate procedures are in place for the review of the disclosure of financial information extracted or derived from the consolidated financial statements (other than the financial statements, management's discussion and analysis and earnings press releases) and periodically assess the adequacy of those procedures;

(xvi) establish procedures for:

(A) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters; and

(B) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(xvii) review and approve hiring policies of the Corporation regarding employees and former employees of the present and former independent auditors of the issuer; and

(xviii) obtain assurance from independent auditors regarding the overall control environment and the adequacy of accounting system controls.

Independent Auditors

The Committee shall:

(xix) review the audit plan with the independent auditors;

(xx) discuss in private with the independent auditors matters affecting the conduct of their audit and other corporate matters;

(xxi) review the performance and the remuneration of the auditors;

(xxii) recommend to the Board each year the retention or replacement of the independent auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation;

(xxiii) if there is a plan to change auditors, review all issues related to the change and the steps planned for an orderly transition;

(xxiv) annually review and recommend for approval to the Corporation's shareholders the terms of engagement and the remuneration of the independent auditor;

(xxv) oversee the work of the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, including the resolution of disagreements between management and the independent auditors regarding financial reporting;

(xxvi) discuss with the auditors the quality and not just the acceptability of the accounting principles of the Corporation;

(xxvii) meet with the auditors on a regular basis in the absence of management;

(xxviii) relay its expectations to the auditors from time to time including its expectation that:

(A) any disagreements of a material nature with management be brought to the attention of the Committee,

(B) that the auditors are accountable to the Committee and the Board, each as representatives of the Corporation's shareholders, and must report directly to the Committee,

(C) any irregularities in the financial information be reported to the Committee,

(D) the auditors explain the process undertaken by them in auditing or reviewing the financial disclosure,

(E) the auditors disclose to the Committee any significant changes to accounting policies or treatment of the Corporation,

(F) the auditors disclose to the Committee any reservations they may have about the financial statements or their access to materials and/or persons in reviewing or auditing such statements, and

(G) the auditors disclose any conflict of interest that may arise in their engagement;

(xxix) review at least annually the non-audit services provided by the auditors for the purposes of getting assurance that the performance of such services will not compromise the independence of the independent auditors; and

(xxx) pre-approve all non-audit services to be provided to the Corporation by its independent auditors or the independent auditors of its subsidiary entities[1], provided that the Committee may delegate to one or more independent members the authority to pre-approve non-audit services in satisfaction of this requirement. The preapproval of non-audit services by any member to whom authority has been delegated must be presented to the full Committee at its first scheduled meeting following such pre-approval.

Structure:

- The Committee shall appoint one of its members to act as Chairman of the Committee. The Chairman will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director of the Corporation, and can be changed by simple notice from the Chairman.

- The Committee will meet as many times as is necessary to carry out its responsibilities but in no event will the Committee meet less than four times a year. Meetings will be at the call of the Chairman. Notwithstanding the foregoing, the auditors or any member of the Committee may call a meeting of the Committee on not less than 48 hours' notice.

- No business may be transacted by a Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum provided that if the number of members of the Committee is an even number one half of the number of members plus one shall constitute a quorum.

[1] The Committee may satisfy the pre-approval requirement if: (a) the aggregate amount of all the non-audit services that were not pre-approved constitutes no more than five per cent of the total amount paid by the Corporation to its independent auditors during the fiscal year in which the services are provided; (b) the services were not recognized by the Corporation at the time of the engagement to be non-audit services; and (c) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

- Any member of a Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director of the Corporation. Subject to the foregoing, each member of the Committee shall hold such office until the next annual meeting of the Corporation's shareholders after his or her election as a member of the Committee.

- The auditors shall be entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation to attend and be heard thereat.

- The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meeting shall be determined by the Committee, unless otherwise determined by resolution of the Board.

- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Independent Advice:

In discharging its mandate, the Committee shall have the authority to retain and receive advice from special legal, accounting or other advisors.

Annual Evaluation:

At least annually, the Committee shall, in a manner it determines to be appropriate:

- Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with its terms of reference.

- Review and assess the adequacy of its terms of reference and recommend to the Board any improvements to its terms of reference that the Committee determines to be appropriate.

Limitation:

Nothing in this charter is intended to or shall have the effect of limiting or impairing the independent decision making authority or responsibility of any board of directors of a subsidiary of the Corporation mandated by applicable law.