DOMAN BUILDING MATERIALS GROUP LTD.

(the "Corporation")

Board of Directors' Mandate

(First Amended and Restated)

The Board of Directors is responsible for the stewardship of the Corporation. This stewardship role consists primarily of the duty to manage or supervise the management of the business and affairs of the Corporation, and includes two key functions: decision making and oversight. The decision making function involves the formulation, in conjunction with management, of fundamental policies and strategic goals and the approval of certain significant actions. The oversight function concerns the duty to supervise management's decisions and to ensure the adequacy of systems and controls and the implementation of appropriate policies.

The Board of Directors is responsible for establishing formal delegations of authority, which define the limits of management's power and authority, and delegating to management certain powers to manage the business of the Corporation. Under the Articles of the Corporation, the Board may entrust to and confer on the Chief Executive Officer (CEO) or any officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors see fit. Any power or authority not so delegated remains with the Board of Directors.

The Board may also delegate certain of its powers to appropriate Board committees, to the extent permitted under the Corporation's governing legislation.

Committees of the Board

The Board has established the following committees to assist in discharging its duties: the Audit Committee, the Nominating and Corporate Governance Committee, the Compensation Committee and the Environment, Health and Safety Committee. Each committee has its own Board-approved mandate. The Board may establish additional Board Committees as circumstances require. The Board is responsible for overseeing the duties delegated to each Board Committee.

The Board's Duties

The Board's duties include:

1. **Strategic Planning**

    - Providing oversight and guidance on the strategic issues facing the Corporation.

    - Requiring the CEO, in collaboration with the Board, to develop and to present to the Board for approval, and regular review, the Corporation's long-term strategic plan which takes into account the opportunities and risks of the business.

- Supervising the development of the Corporation's operating plan.

- Approving the Corporation's financial objectives and operating plan, including capital allocations, expenditures and transactions which exceed threshold amounts if set by the Board.

- Monitoring implementation and effectiveness of the approved strategic and operating plans.

- Approving major business decisions not specifically delegated to management.

2. Financial Information and Internal Controls

- Overseeing the financial reporting and disclosure obligations imposed on the Board, the Corporation and senior management by laws, regulations, rules, policies and other applicable requirements.

- Overseeing the integrity of the Corporation's management information systems and the effectiveness of the Corporation's internal controls.

- Overseeing the preparation of and processes relating to management's reports and attestations with respect to the Corporation's internal control and disclosure control procedures.

- Ensuring that due diligence processes and controls in connection with finalization of the Corporation's annual and interim filings/reports are in place, and monitoring their continued effectiveness.

- Approving the Corporation's financial statements, management's discussion and analysis, and news releases prepared by senior management and overseeing the Corporation's compliance with applicable audit, accounting and reporting requirements.

3. Identification and Management of Risks

- Ensuring that processes are in place to identify the principal risks inherent in the Corporation's business and operations.

- Overseeing management's implementation of a comprehensive enterprise risk management program and compliance management program.

- Monitoring the Corporation's systems and controls for assessing, managing and monitoring principal risks and management's reports relating to the operation and effectiveness of these systems and controls.

- Approving and monitoring the processes that provide reasonable assurance of compliance with applicable legal and regulatory requirements.

4. **Human Resource Management and Executive Compensation**

- Ensuring that there are policies and practices in place to enable the Corporation to attract, develop and retain the human resources required by the Corporation to meet its business objectives.

- Overseeing the Corporation's executive compensation program and overall compensation philosophy for all other employees.

- Monitoring the Corporation's approach to human resource management.

- Supervising the succession planning processes of the Corporation and approving the selection, appointment. development, evaluation and compensation of the Chairman of the Board, the CEO and other officers.

5. **Integrity, Ethics and Social Responsibility**

- Obtaining reasonable assurance as to the integrity of the CEO and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Corporation.

- Approving the Corporation's Whistlerblower Policy for employees and directors and monitoring compliance with the Policy.

- Approving other policies and practices for dealing with matters related to integrity, ethics and social responsibility.

6. **Corporate Communications and Public Disclosure**

- Approving the Corporation's corporate communications policies.

- Overseeing the establishment of policies and processes for accurate, timely and appropriate public disclosure.

- Approving and monitoring adherence to the Corporation's Corporate Disclosure Policy.

- Approving and monitoring adherence to the Corporation's Insider Trading Policy.

- Monitoring compliance with a written disclosure policy and applicable corporate, securities and exchange requirements.

7. **Governance**

- Developing, approving and monitoring the Corporation's approach to corporate governance including a set of corporate governance principles and guidelines.

- Evaluating the structures and procedures established by the Board which allow the Board to function independently of management.

- Establishing Board committees and defining their mandates to assist the Board in carrying out its roles and responsibilities.

- Setting expectations and responsibilities of directors, including attendance at, preparation for, and participation in Board and committee meetings.

- Establishing, maintaining and implementing appropriate formal processes for regularly assessing the effectiveness of the Board, the Chairman of the Board, the committees, each committee chairman and individual directors.

- Monitoring the composition of the Board with a view to the effectiveness and independence of the Board and its members.

- Identifying competencies and skills necessary for the Board as a whole and each individual director.

- Identifying individuals qualified to become new directors.

- Ensuring that each new director engages in a comprehensive orientation process and that all directors are provided with continuing education opportunities.

- Reviewing the Board's mandate annually to ensure it appropriately reflects the Board's stewardship responsibilities.

8. Environment, Health and Safety

- Overseeing the Corporation's development and implementation of its environmental, health and safety policies, performance and risk management framework.

- Monitoring the Corporation's compliance with applicable environmental and occupational health and safety laws and regulations.

- Overseeing the Corporation's public disclosure relating to environmental, health, safety and sustainability matters, including Environmental, Social and Governance (ESG) reporting.

Approved effective:	February 1, 2010
Ratified:	March 28, 2016
Amended and approved:	November 6, 2026