

MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of Interfor Corporation (“**Interfor**” or the “**Company**”) believes that each director should have the confidence and support of the shareholders of the Company. To this end, the Board has unanimously adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board will ensure that the number of shares voting in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.

If a director nominee has more votes withheld than are voted in favour of him or her, the nominee will be considered by the Board not to have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee will be expected to forthwith submit his or her resignation to the Board, effective on acceptance by the Board, and shall not participate in any deliberations of the Board or its Committees during which such resignation is considered.

The Board will refer the resignation to the Corporate Governance, Responsibility & Nominating Committee for consideration. The Board will promptly accept the resignation unless the Corporate Governance, Responsibility & Nominating Committee determines that there are extraordinary circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejecting it. In any event, it is expected that the resignation will be accepted (or in rare cases rejected) within 90 days of the meeting.

The Company will promptly issue and provide to the Toronto Stock Exchange a news release announcing the Board's decision. If the Board determines not to accept the resignation, the news release will include the reasons for that decision.

Subject to any corporate law restrictions, the Board may (1) leave a vacancy on the Board unfilled until the next annual general meeting, (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, or (3) call a special meeting of shareholders to consider new director nominee(s) to fill the vacant position(s).

This policy does not apply where an election involves a proxy battle i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board.

Revisions approved by the Board on February 9, 2017.