

# **GOODFELLOW INC.**

## **Notice of Annual Meeting of Shareholders and Management Proxy Circular**

The Annual Meeting of Shareholders will take place on  
**May 17, 2023, at 11:00 a.m. (EDT)**

This notice explains who can vote, what matters you will vote on, and how you can exercise your right to vote your shares.

Please read carefully.

# GOODFELLOW INC.

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE is hereby given that the Annual Meeting of Shareholders (the “Meeting”) of Goodfellow Inc. (the “Corporation”) will be held at the head office of the Corporation, located at 225 Goodfellow Street, Delson, Quebec, J5B 1V5, on May 17, 2023, at 11:00 a.m. (EDT) for the following purposes:**

1. To receive the consolidated financial statements for the fiscal year ended November 30, 2022 and the independent external auditors’ report thereon;
2. To elect directors;
3. To appoint the independent external auditors and authorize the directors to fix their remuneration;
4. To transact such other business as may properly be brought before the Meeting or at any adjournment thereof.

You are entitled to receive the notice of the Meeting and vote at the Meeting if you were a shareholder of the Corporation on April 12, 2023, at 5:00 p.m. (EDT).

**The Corporation will be simultaneously holding the Meeting virtually, by way of a live webcast and telephone conference:**

**Webcast:** <https://edge.media-server.com/mmc/p/i5otjtbx>

**Call:** Please contact Olivia Goodfellow ahead of the Meeting by phone at 450 638-8177 or by email at [ogoodfellow@goodfellowinc.com](mailto:ogoodfellow@goodfellowinc.com) to obtain the phone number and your personal password.

Once you have the phone number and personal password, please dial in 15 minutes before the beginning of the meeting.

Shareholders are urged to vote on the matters in advance of the meeting by proxy, and even more so if they are planning to attend the meeting virtually, as the webcast and telephone conference will not allow shareholders to cast votes during the Meeting. Shareholders will be able to submit questions to the Management team through the live webcast or telephone conference during a portion of the Meeting dedicated for this purpose.

The following pages provide information about how to exercise your right to vote your shares and additional information relating to the matters to be dealt with at the Meeting.

DATED at Delson, Quebec  
April 4, 2023

By order of the Board of Directors,

**Robert Hall**  
Chair of the Board

SHAREHOLDERS ARE URGED TO COMPLETE AND SIGN THE ENCLOSED FORM OF PROXY AND RETURN IT IN THE POSTAGE-PAID ENVELOPE PROVIDED FOR THAT PURPOSE. TO BE VALID, PROXIES MUST BE RECEIVED AT THE OFFICE OF COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 8<sup>th</sup> FLOOR, TORONTO, ONTARIO, M5J 2Y1, NO LATER THAN 11:00 A.M. (EDT) ON MAY 15, 2023.

# GOODFELLOW INC.

## MANAGEMENT PROXY CIRCULAR

### FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 17, 2023, AT 11:00 A.M. (EDT)

#### SOLICITATION OF PROXIES

**This Management Proxy Circular (the “Circular”) is provided in connection with the solicitation by the management of Goodfellow Inc. (the “Corporation” or “Goodfellow”) of proxies for use at the Annual Meeting of Shareholders (the “Meeting”) of the Corporation to be held on May 17, 2023, at the time and place set forth in the notice of said Meeting and at any and all adjournments thereof.**

Except as otherwise indicated, the information contained herein is given as at April 4, 2023. All dollar amounts appearing in the Circular are in Canadian dollars, except if another currency is specifically mentioned.

This solicitation is made primarily by mail; however, officers and regular employees of the Corporation may solicit proxies in person. In addition, the Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to beneficial owners of shares of the Corporation. The cost of soliciting proxies will be borne by the Corporation and is expected to be nominal.

#### APPOINTMENT OF PROXYHOLDERS

**The persons named as proxyholders in the accompanying form of proxy are directors or officers of the Corporation. A shareholder has the right to appoint as proxyholder a person (who is not required to be a shareholder) other than the persons whose names are printed as proxyholders in the accompanying form of proxy, by inserting the name of the chosen proxyholder in the blank space provided for that purpose in the form of proxy. The completed proxy shall be delivered to the office of Computershare Investor Services Inc., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1 no later than 11:00 A.M. (EDT) on May 15, 2023. The Corporation will be simultaneously holding the Meeting virtually by way of a live webcast and telephone conference:**

**Webcast:** <https://edge.media-server.com/mmc/p/i5otjtbx>

**Call:** Please contact Olivia Goodfellow ahead of the Meeting by phone at 450 638-8177 or by email at [ogoodfellow@goodfellowinc.com](mailto:ogoodfellow@goodfellowinc.com) to obtain the phone number and your personal password.

Once you have the phone number and personal password, please dial in 15 minutes before the beginning of the meeting.

**Shareholders are urged to vote on the matters in advance of the meeting by proxy, and even more so if they are planning to attend the meeting virtually, as the webcast and telephone conference will not allow shareholders to cast votes during the Meeting.**

## REVOCATION OF PROXIES

A shareholder giving a proxy pursuant to this solicitation may revoke such proxy by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited either at the head office of the Corporation at any time up to and including the last business day preceding the day of the Meeting in respect of which such proxy is to be used, or any adjournment thereof, or with the chair of such Meeting on the day of the Meeting, or any adjournment thereof.

## VOTING OF SHARES AT THE MEETING

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the instructions of the shareholder(s) appointing them. **In the absence of such instructions, such shares will be voted FOR the election of the proposed directors and FOR the appointment of the proposed independent external auditors (the “auditors”), the whole in accordance with the terms contained in this Circular.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to matters identified in the notice of Meeting and to any other matter as may properly come before the Meeting. At the time of printing this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital stock of the Corporation consists of an unlimited number of common shares without par value. Each common share carries the right to one vote. As at April 4, 2023, there were 8,548,054 outstanding common shares. All shareholders shown in the register of the Corporation on April 12, 2023, at 5:00 p.m. (EDT) (the “Record Date”) will be entitled to vote at the Meeting and any adjournment thereof if present or represented by proxy thereat. For more information on voting procedure, please see below under the section “Voting Procedures”.

For more information concerning the transmission of proxies, please see above under the section “Appointment of Proxyholders”. Take note that if you are an objecting beneficial owner, your intermediary will need your voting instructions sufficiently in advance of this deadline to enable your intermediary to act on your instructions prior to the deadline. See “Voting Procedures – Non-Registered Shareholders (Beneficial Owners)” below.

To the knowledge of the Corporation's directors and officers, as at the date of the Circular, the following persons, directly or indirectly own, control, or direct voting securities carrying 10% or more of the voting rights attached to any class of outstanding securities of the Corporation:

Shareholder's Name	Number and Class of Shares Held	Percentage of Voting Shares Held
David A. Goodfellow	1,755,067 common shares <sup>(1)</sup>	20.5%
G. Douglas Goodfellow	1,673,968 common shares <sup>(2)</sup>	19.6%
Stephen A. Jarislowsky	1,066,498 common shares <sup>(3)</sup>	12.5%

(1) David A. Goodfellow holds 4,000 common shares directly, 76,600 common shares through 171107 Canada Inc., and 1,674,467 common shares through Les Placements Lac St-Louis Inc.

(2) G. Douglas Goodfellow holds 1 common share through Les Placements G Douglas G Inc. and 1,673,967 common shares through Les Placements Lac St-Louis Inc.

(3) Stephen A. Jarislowsky holds 20,200 common shares directly and 1,046,298 common shares through S.A. Jarislowsky Investments Inc.

## VOTING PROCEDURES

### Registered Shareholders

You are a "registered shareholder" if you have a share certificate or if your shares are held in your name and, as a result, have your name shown as owner of the shares on the Corporation's register of shareholders kept by our transfer agent Computershare Investor Services Inc.

If you are a registered shareholder, you can vote your shares by attending the Meeting in person, by appointing someone else as proxyholder to attend the Meeting and vote your common shares for you, by completing your proxy form and returning it by mail or hand delivery in accordance with the instructions set forth therein, or by Internet by visiting the website shown on your proxy form (refer to your control number shown on your proxy form) and following the online voting instructions.

If you are a transferee of common shares acquired from a registered shareholder after the Record Date, you are entitled to vote those shares at the Meeting and at any adjournment thereof if you produce properly endorsed share certificates for such shares or otherwise establish that you own the shares, and demand, no later than ten days before the Meeting, that your name be included on the Corporation's register of shareholders entitled to receive the notice of Meeting, such register having been prepared as at the Record Date.

### Non-Registered Shareholders (Beneficial Owners)

You are a "non-registered shareholder" or "beneficial owner" if your shares are held on your behalf through an intermediary or nominee (for example, a bank, trust company, securities broker, clearing agency or other institution).

Under applicable securities legislation, a beneficial owner of securities is a "non-objecting beneficial owner" (or "NOBO") if such beneficial owner has or is deemed to have provided instructions to the intermediary holding the securities on such beneficial owner's behalf not objecting to the intermediary disclosing ownership information about the beneficial owner in accordance with said legislation, and a beneficial owner is an "objecting beneficial owner" (or "OBO") if such beneficial owner has or is deemed to have provided instructions objecting to same.

If you are a non-objecting beneficial owner, the Corporation has sent these materials directly to you, and your name and address and information about your holdings of common shares have been obtained in accordance with applicable securities legislation from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. The voting instruction form that is sent to NOBOs contains an explanation as to how you can exercise the voting rights attached to your common shares, including how to attend and vote directly at the Meeting. Please provide your voting instructions as specified in the enclosed voting instruction form.

If you are an objecting beneficial owner, you received these materials from your intermediary or its agent (such as Broadridge), and your intermediary is required to seek your instructions as to the manner in which to exercise the voting rights attached to your common shares. The Corporation has agreed to pay for intermediaries to deliver to OBOs the proxy-related materials and the relevant voting instruction form. The voting instruction form that is sent to an OBO by the intermediary or its agent should contain an explanation as to how you can exercise the voting rights attached to your common shares, including how to attend and vote directly at the Meeting. Please provide your voting instructions to your intermediary as specified in the enclosed voting instruction form.

An OBO who receives a Broadridge voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instructions forms must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact your broker or other intermediary of assistance.

**All references to the Corporation shareholders in these documents are to the registered shareholders of the Corporation unless specifically stated otherwise.**

## **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as otherwise disclosed in this Circular, to the knowledge of the Corporation's management, no person who, (i) at any time since the beginning of the Corporation's financial year, has been a director or executive officer of the Corporation; (ii) is a proposed nominee for election as director of the Corporation; or (iii) is an associate or affiliate of any of the persons mentioned in paragraphs (i) or (ii) has any interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any of the items on the Meeting agenda.

## **MANAGEMENT'S REPORT AND FINANCIAL STATEMENTS**

The Corporation's consolidated financial statements for the fiscal year ended November 30, 2022, as well as the independent external auditors' report thereon will be placed before the shareholders at the Meeting but will not be subject to a vote. The consolidated financial statements and the independent external auditors' report are available on the SEDAR website ([www.sedar.com](http://www.sedar.com)) and the Corporation's website ([www.goodfellowinc.com](http://www.goodfellowinc.com)).

## ELECTION OF DIRECTORS

The articles of the Corporation provide that the Corporation's board of directors (the "Board" or "Board of Directors") shall consist of no less than one and no more than eleven directors. The Board has established the number of directors to be elected for the next fiscal year at seven directors. Each director elected at the Meeting will hold office until the next annual meeting of shareholders or until his/her successor is duly elected, unless he/she resigns his/her position or the position becomes vacant, following his/her death, destitution, or for any other cause. All nominees whose names appear below have been members of the Board of Directors since the date indicated opposite their names.

**If instructions are not received the directors and/or officers named as proxyholders in the enclosed form of proxy or voting instruction form will, at the Meeting, exercise the voting rights attached to the shares represented by the proxy FOR the election of each of the seven nominees whose names are set forth hereinafter. Management does not contemplate that any of the nominees mentioned below will be unable to perform his duties as director or, for any reason whatsoever, be unwilling to act as director. Should this occur for any reason before the election, the persons named in the enclosed form of proxy reserve the right to vote for another nominee of their choice, unless the shareholder has provided instructions in the proxy to abstain from voting upon the election of directors.**

The following table indicates the name, municipality, province, and country of residence of each of the proposed nominees for election as directors, their main occupation, the positions held on Board committees, the date on which they became directors of the Corporation, and, to the knowledge of the Corporation's management, the number of shares of each class of voting securities of the Corporation they beneficially own or over which they exercised control or directed as at April 4, 2023.



<b>Name and Place of Residence</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Common Shares Owned, Controlled or Directed</b>
Robert Hall Hatley, Quebec Independent	Chair of the Board of Goodfellow Inc. and Chief of Strategy, Legal Affairs and Corporate Secretary, Cascades Inc.	June 7, 2022	Nil
G. Douglas Goodfellow <sup>(2)</sup> Beaconsfield, Quebec Non-independent	Corporate Director	November 26, 1975	1,673,968 <sup>(3)</sup>
David A. Goodfellow Ville de Léry, Quebec Non-independent	Corporate Director	October 22, 1993	1,755,067 <sup>(4)</sup>
Stephen A. Jarislowsky <sup>(1) (2)</sup> Westmount, Quebec Independent	Corporate Director Founder of Jarislowsky, Fraser Ltd.	May 23, 1973	1,066,498 <sup>(5)</sup>
Alain Côté <sup>(1) (2)</sup> Boucherville, Quebec Independent	Corporate Director and Chair of the Audit Committee of Goodfellow Inc.	April 13, 2018	1,000
James Hewitt <sup>(1)</sup> Dorval, Quebec Independent	Corporate Director and CEO, Hewitt Group Inc.	February 17, 2022	Nil
Sarah Prichard <sup>(2)</sup> Montreal, Quebec Independent	Corporate Director and Chair of the Executive Compensation Committee of Goodfellow Inc., and Retired Vice President Research and Acting Provost and Vice President (Academic), Western University	June 7, 2022	Nil

<sup>(1)</sup> Member of the Audit Committee.

<sup>(2)</sup> Member of the Compensation Committee.

<sup>(3)</sup> Includes 1,673,967 common shares held indirectly through Les Placements Lac St-Louis Inc. and 1 common share held through Les Placements G Douglas G Inc.

<sup>(4)</sup> Includes 1,674,467 common shares held indirectly through Les Placements Lac St-Louis Inc., 76,600 common shares held through 171107 Canada Inc. and 4,000 common shares held by Mr. David A. Goodfellow personally.

<sup>(5)</sup> Includes 1,046,298 common shares held indirectly through S.A. Jarislowsky Investments Inc. and 20,200 common shares held by Mr. Jarislowsky personally.

The above-mentioned nominees have personally supplied the information concerning the shares they hold, directly or indirectly, or over which they exercised direction or control as at April 4, 2023. All directors, except for Robert Hall, Alain Côté, James Hewitt, and Sarah Prichard have occupied their director position at Goodfellow Inc. for more than five years.

## **APPOINTMENT OF INDEPENDENT EXTERNAL AUDITORS AND THE AUTHORIZATION OF THE DIRECTORS TO SET THEIR COMPENSATION**

At the Meeting, shareholders will be asked to appoint the independent external auditors who will serve until the end of the next annual meeting of the Corporation and to authorize the directors to set the compensation of such appointed auditors.

The Board and the Audit Committee recommend that the firm KPMG LLP, chartered professional accountants, the Corporation's current independent external auditors, be reappointed for the period starting December 1, 2022, and ending November 30, 2023.

**If instructions are not received, the directors and/or officers of the Corporation named as proxyholders in the enclosed form of proxy or voting instruction form will, at the Meeting, exercise the voting rights attached to the shares represented by the proxy FOR of the appointment of KPMG LLP as the Corporation's independent external auditors.**

## COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

### Compensation of Directors

An annual retainer of \$24,000 is paid to each director. Furthermore, directors' fees of \$1,500 are paid for attendance at each meeting of the Board of Directors, each meeting of the Audit Committee and each meeting of the Compensation Committee.

Additional annual fees of \$22,000 are paid to the Chair of the Board, \$4,000 are paid to the Chair of the Audit Committee and \$4,000 are paid to the Chair of the Compensation Committee. Further, annual fees of \$5,000 are paid to each member of the Audit Committee and the Compensation Committee.

For the period ended November 30, 2022, the aggregate compensation paid in cash to the directors totaled \$294,982.

### Director Compensation Table

The following table presents the details of the compensation paid to the Corporation's directors for the fiscal year ended November 30, 2022.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Robert Hall	17,500	-	-	-	-	-	17,500
Stephen A. Jarislowsky	58,000	-	-	-	-	-	58,000
David A. Goodfellow	45,750	-	-	-	-	-	45,750
G. Douglas Goodfellow	44,042	-	-	-	-	-	44,042
Alain Côté	65,000	-	-	-	-	-	65,000
James Hewitt	25,970	-	-	-	-	-	25,970
Sarah Prichard	12,750	-	-	-	-	-	12,750
Paule Têtu <sup>(1)</sup>	25,970	-	-	-	-	-	25,970

<sup>(1)</sup> Paule Têtu resigned from the Board of Directors on January 16, 2023.

## Remuneration of Named Executive Officers

For the purposes of this section of the Circular, the named executive officers (“NEOs”) are the President and Chief Executive Officer, the Chief Financial Officer, and the three most highly compensated executive officers (as such term is defined in Regulation 51-102 Respecting Continuous Disclosure Obligations), i.e.:

- Patrick Goodfellow, President and Chief Executive Officer;
- Charles Brisebois, Chief Financial Officer and Secretary of the Board;
- Mary Lohmus, Executive Vice President Ontario and Western Canada;
- David Warren, Vice President Atlantic;
- Jeffrey Morrison, Vice President National Accounts.

The aggregate cash remuneration paid or payable by the Corporation to the senior executives, including NEOs and the other vice-presidents of the Corporation for services rendered during the fiscal year of the Corporation ended November 30, 2022 was \$3,208,758.

The Summary Compensation Table found further on in this Circular shows compensation information for the NEOs for services rendered in all capacities during the fiscal years ended November 30, 2022, November 30, 2021, and November 30, 2020. This information includes the base salaries, bonuses, awards, long-term compensation awards and all other compensation not reported elsewhere.

## COMPENSATION DISCUSSION AND ANALYSIS

For the period ended November 30, 2022, the Corporation’s Compensation Committee was comprised of Stephen A. Jarislowsky, G. Douglas Goodfellow, Alain Côté, and Sarah Prichard. The following is a description of the Corporation’s compensation program which determines compensation plans for the NEOs. Additional information on the Compensation Committee is provided below under the section “Disclosure of Corporate Governance Practices”.

### Compensation Program for NEOs

The Corporation’s compensation program is designed to recognize and reward individual performance as well as offer a competitive level of remuneration. The compensation policies are applied by the Compensation Committee of the Board of Directors.

The Compensation Program for NEOs and other senior executives essentially consists of the following components:

- (a) base salary;
- (b) short-term incentive compensation;
- (c) commissions;
- (d) pension benefits; and
- (e) perquisites.

#### ***(a) Base salary:***

Base salary takes into account experience, sustained performance, level of responsibility and complexity of duties and correspondingly positions the salary within the salary range for that position within the organization.

***(b) Short-term incentive compensation:***

Comprised of the Corporation's profit-sharing plan ("Profit-Sharing Plan"), short-term incentive compensation is designed to reward NEO's (and other salaried employees) when the Corporation's financial performance targets are attained and provides recognition to those individuals whose performance objectives are met or exceeded.

Each participant's bonus under the Profit-Sharing Plan is determined by the Compensation Committee. All participants can thus be eligible for a bonus in an amount that will vary based on personal performance objectives. Personal performance objectives are determined jointly by the participant and the Compensation Committee.

The Profit-Sharing Plan bonuses consider each participant's contribution towards the overall execution of the Corporation's business strategy and the goals within each person's defined role. No specific weight is assigned to any quantitative criteria.

The annual bonus of the Corporation's CEO is based on the attainment of objectives mutually agreed upon by the CEO and the Corporation's Board of Directors. These objectives include the attainment of the overall financial results forecast in the Corporation's annual budget, as presented to and approved by the Board of Directors, as well as the assessment made by the Compensation Committee of his achievements in meeting various strategic and qualitative targets which includes but is not limited to ROI (return on investment), market share value, inventory control, adherence to capital expenditures guidelines, new product development and personnel development. These strategic and qualitative targets are set by the Board of Directors. Actual financial performance and financial performance versus budget would represent approximately 50% of the weighting assigned to the total compensation awarded the President and CEO, with the balance dependent upon the assessment of the qualitative and strategic criteria.

The annual bonus of the Corporation's Chief Financial Officer is based on the attainment of objectives mutually agreed upon by the CFO and the Compensation Committee. These objectives include attainment of the overall financial results forecast in the Corporation's annual budget, management of the integration of the accounting and financial functions and overseeing the Corporation's progress and compliance with respect to disclosure and internal controls matters, as well as new accounting standards and their implementation.

The Corporation does not disclose specific performance targets because it considers that the information would place it at a significant competitive disadvantage if the targets became known. Disclosing the specific performance targets that are set as part of the Corporation's annual budget and strategic planning process would expose the Corporation to serious prejudice and negatively impact its competitive advantage. For example, to the extent that the Corporation's performance targets became known, its ability to negotiate business agreements on advantageous terms would be significantly impaired, putting incremental pressure on profit margins. In addition, the Corporation does not provide guidance to the market and limits all other forward-looking information. Achievement of the performance objectives presents a meaningful challenge for the Corporation's management team since the Corporation consistently sets ambitious goals as part of its annual budget and strategic planning process.

***(c) Commissions:***

The Corporation offers NEOs, the management team and senior executives involved in selling the Corporation's products a program of commissions earned when individual monthly, quarterly and annual sales (the "Sales Period") are met or exceeded. This entitles all participants to commission to an amount

commensurate with their personal sales during the Sales Period. The percentage of sales earned as commissions varies between the Corporation's various branches.

***(d) Pension Benefits:***

The Corporation provides retirement benefits in the form of pensions for all of the Corporation's salaried employees. The *Pension Plan for the Salaried Employees of Goodfellow Inc.* (the "Salaried Plan") covers some key executives as named by the Board of Directors of the Corporation. Prior to participating in the Salaried Plan, the executives participated in the *Pension Plan for the Senior Salaried Employees of Goodfellow Inc.* (the "Senior Plan"). Both plans were pure defined benefit (DB) plans. On June 1, 2007, they merged together to introduce a defined contribution ("DC") component for future service. Pursuant to the DC component, each employee accumulates funds that are matched by the Corporation to the extent of 4% of the employee's earnings (subject to the maximum prescribed in the *Income Tax Act*); the pension entitlement from the DC component depends on the value of the accumulated funds at retirement, when such funds are converted into retirement income for the benefit of the retiree. See the "Pension Benefits" section of the Circular.

***(e) Perquisites:***

Leased vehicles or allowance for vehicles are provided by the Corporation to some NEOs as their primary means of transportation in conjunction with their duties. Each individual is fully responsible for the tax liabilities associated with his personal use of these vehicles. Cell phones, smart phones and laptop computers are provided in a manner appropriate and consistent with the duties and responsibilities of NEOs. These items are and remain the property of the Corporation.

The Compensation Committee believes that these components collectively provide a fair and competitive structure and an appropriate relationship between executive compensation level, the Corporation's financial performance and shareholder value. None of the NEOs have change of control provisions in their respective employment agreements.

When determining discretionary compensation payments for senior executives, the Compensation Committee examines the remuneration paid to executives of corporations listed on The Toronto Stock Exchange with activities similar to those of the Corporation. Corporations included in this benchmark group must be involved in the wholesale and transformation of wood products, have a national presence and have similar annual sales. The benchmark group for the most recent completed fiscal year ended November 30, 2022 was comprised of Doman Building Materials Group Ltd., Taiga Building Products Ltd., Hardwoods Distribution Inc., Stella-Jones Inc., and Richelieu Hardware Ltd. The benchmark group is updated annually.

The Compensation Committee considered the implications of the risks associated with the Corporation's compensation policies and practices. The extent and nature of the Compensation Committee's role in the risk oversight of the Corporation's compensation policies and practices relates to annual financial objectives and budgets. The Compensation Committee meets on a regular basis to review such financial objectives and approve all compensation plans submitted by the CEO. Compensation plans are reviewed prior to payments in order to mitigate compensation policies and practices that could encourage an NEO or individual at a principal business unit or division to take inappropriate or excessive risks.

The NEOs or directors are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or directors. To the Corporation's knowledge, at the date of present, no NEO or director has purchased such financial instruments.

## Summary Compensation Table

The table below shows aggregate compensation paid to NEOs during the Corporation's last three fiscal years.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) <sup>(1)</sup>	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
<b>Patrick Goodfellow</b> President and CEO	2022	350,000	-	-	300,000	-	11,773	18,804	680,577
	2021	323,846	-	-	250,000	-	15,626	18,583	608,055
	2020	300,676	-	-	175,000	-	12,075	17,961	505,712
<b>Charles Brisebois</b> Chief Financial Officer and Secretary of the Board	2022	167,135	-	-	55,000	-	8,981	21,336	252,452
	2021	158,077	-	-	45,000	-	8,461	5,364	216,902
	2020	144,308	-	-	21,000	-	5,882	11,636	182,826
<b>Mary Lohmus</b> Executive Vice President Ontario and Western Canada	2022	249,269	-	-	82,000	-	12,485	11,285	355,039
	2021	239,423	-	-	69,000	-	12,644	20,653	341,720
	2020	229,035	-	-	27,000	-	9,078	8,005	273,118
<b>David Warren</b> Senior Vice President Atlantic	2022	183,423	-	-	79,000	-	9,852	12,497	284,772
	2021	174,520	-	-	60,500	-	9,330	12,463	256,813
	2020	165,685	-	-	22,000	-	6,624	8,448	202,757
<b>Jeffrey Morrison</b> Vice President National Accounts	2022	151,731	-	-	60,000	-	8,000	27,691	247,422
	2021	144,423	-	-	48,000	-	7,552	13,619	213,595
	2020	136,447	-	-	19,000	-	5,507	10,871	171,824

<sup>(1)</sup> Includes fringe benefits, vacation paid, company vehicle or allowance for vehicle, severance, professional association membership.

## PERFORMANCE GRAPH

The performance graph presented below illustrates the cumulative total return on an investment of \$100 made on November 30, 2017, in common shares of the Corporation compared with the S&P/TSX Composite Index for the Corporation's last five fiscal years.

The year-end values of each investment are based on share appreciation plus dividends paid in cash. The calculations exclude brokerage fees and taxes. Total shareholder returns from each investment can be calculated from the year-end investment values shown below the graph.

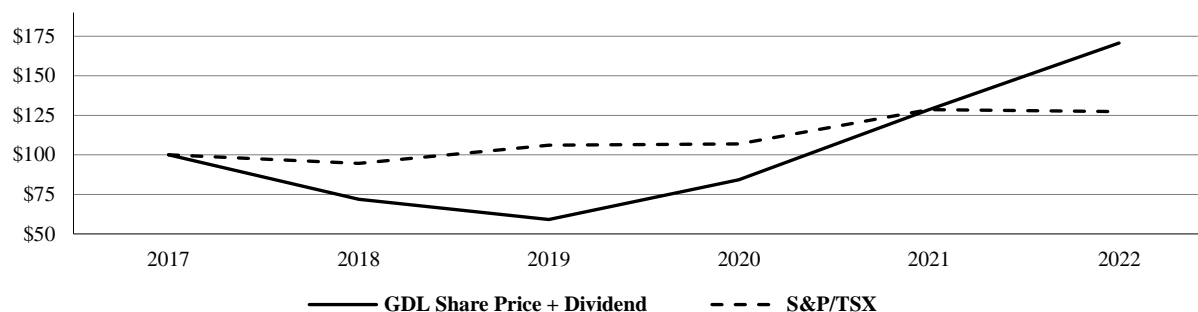
### CUMULATIVE TOTAL RETURN FOR FIVE YEARS

Years ended November 30

Total return index

Investment on November 30, 2017

2017 = \$100



	2017	2018	2019	2020	2021	2022
The Corporation	100.0	72.0	59.1	84.2	128.6	170.7
S&P/TSX Composite Index	100.0	94.6	106.1	107.0	128.6	127.3

Over the last five years, the total compensation received by the NEOs in the aggregate increased by approximately 14% while cumulative shareholder return increased by 71% and the S&P/TSX Composite Index increased by 27%.

### SHAREHOLDINGS OF SENIOR EXECUTIVES

The following table sets forth the number of common shares beneficially owned, or over which control or direction is exercised by each of the NEOs as at November 30, 2022:

Names of officers	Common Shares Owned, Controlled or Directed (Number)
Patrick Goodfellow	76,000
Charles Brisebois	1,000
Mary Lohmus	15,500
David Warren	700
Jeffrey Morrison	-

### INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No executive officers, senior officers, directors or any person related to them is indebted to the Corporation at April 4, 2023.

## PENSION BENEFITS

Since October 1, 1971, the Corporation has provided retirement programs to all its employees. One of these plans, the *Pension Plan for the Salaried Employees of Goodfellow Inc.* (the “Salaried Plan”), covers various key executives as named by the Board of Directors of the Corporation. Prior to participating in the Salaried Plan, the executives participated in the *Pension Plan for the Senior Salaried Employees of Goodfellow Inc.* (the “Senior Plan”).

Both plans were pure defined benefit (DB) plans up to May 31, 2007, but were amended effective June 1, 2007, to be merged together and to introduce a defined contribution (DC) component for future service. The objective of the merger of the Senior Plan into the Salaried Plan (referred thereafter as the “Plan”) was to simplify administration. The merger had no impact on the benefits accumulated prior to the effective date of the merger.

Pursuant to the DC component, each employee accumulates funds that are matched by the Corporation to the extent of 4% of the employee's earnings (subject to the maximum prescribed in the *Income Tax Act*); the pension entitlement from the DC component depends on the value of the accumulated funds at retirement, when such funds are converted into retirement income for the benefit of the retiree.

For each year of credited service as a senior salaried member in the DB component of the Plan, the Plan provides for an annual income equal to 1.75% of the average salary over the 5-year period preceding retirement. Salary includes commissions and bonuses. However, the DB annual pension at normal or early retirement is limited to \$2,000 per year of credited service in the DB component of the Plan. The normal retirement age is 65. However, an executive can retire as early as 10 years prior to normal retirement age and commence receiving a reduced pension. The DB pension is reduced by 4% per year that retirement precedes normal retirement age. However, the DB pension is not reduced if the member is at least 60 years old and has at least 30 years of service with the Corporation at retirement. In the case of a member who has a spouse at retirement, the DB pension is paid in the form of a lifetime annuity with 60% continuing to the spouse for his/her lifetime after the employee's death. If the member dies less than 10 years after the start of pension payments and did not have a spouse at the time of retirement, the difference between the pension payments made before death and those remaining to be made until the expiry of 10 years, is payable to the retiree's designated beneficiary or estate. All employees ceased to accrue credited service in the DB component of the Plan after May 31, 2007. The DB component of the Plan is fully paid by the Corporation. The Corporation did not make cash contributions to the defined benefit component of the Plan for the year ended November 30, 2022.

The following table shows the estimated annual retirement income payable from normal retirement age by the DB component of the Plan according to years of credited service in the DB component of the Plan:

Pensionable Salary (\$)	Years of credited service						
	5 (\$)	10 (\$)	15 (\$)	20 (\$)	25 (\$)	30 (\$)	35 (\$)
100,000	8,750	17,500	26,250	35,000	43,750	52,500	61,250
150,000	10,000	20,000	30,000	40,000	50,000	60,000	70,000
200,000	10,000	20,000	30,000	40,000	50,000	60,000	70,000
250,000	10,000	20,000	30,000	40,000	50,000	60,000	70,000



On November 30, 2022, the following NEOs had accumulated the following benefits in the DB component of the Corporation pension plans:

Name	Number of years credited service <sup>(1)</sup>	Annual benefits payable (\$)		Accrued obligation at start of year (\$) <sup>(4)</sup>	Compensatory change (\$) <sup>(5)</sup>	Non-Compensatory change (\$) <sup>(6)</sup>	Accrued obligation at year-end (\$) <sup>(7)</sup>
		At year-end <sup>(2)</sup>	At age 65 <sup>(3)</sup>				
Patrick Goodfellow	5.7465	11,493	11,493	140,000	-	(36,000)	104,000
Charles Brisebois	2.4137	4,827	4,827	55,000	-	(10,000)	45,000
Mary Lohmus	12.4137	24,827	24,827	457,000	-	(98,000)	359,000
David Warren	14.4137	28,827	28,827	440,000	-	(68,000)	372,000
Jeffrey Morrison	4.4137	8,827	8,827	98,000	-	(26,000)	72,000

<sup>(1)</sup> Service for the Defined Benefits portion of the Plan, frozen as at June 1, 2007.

<sup>(2)</sup> Based on the credited service shown in the previous column. For members in receipt of a pension, actual amount of pension is shown as at November 30, 2022. For other members, maximum pension per year of service (\$2,000 not indexed) applies. Salaries therefore do not affect pension amounts.

<sup>(3)</sup> Amount is equal to amount in previous column since there is no benefit accrual under the plan and since salaries do not affect pension amounts.

<sup>(4)</sup> Projected Benefit Obligation (PBO) at November 30, 2021 based on assumptions on November 30, 2021, calculated using the accrued benefit method adopted for accounting and proxy disclosure. The main assumptions are a discount rate of 3.4%, the CPM2014Priv mortality table with the MI-2017 improvement scale and a retirement age of 62 (or the unreduced retirement age if earlier).

<sup>(5)</sup> Amount is nil since there is no service accrual under the Plan and because salaries do not affect pension amounts.

<sup>(6)</sup> Corresponds to the sum of the interest on the PBO, the impact of the change in assumptions and methodologies and any gain or loss on indexing or retirement, less any pensions actually paid.

<sup>(7)</sup> PBO as of November 30, 2022 based on 2022 year-end assumptions. The 2022 year-end assumptions are the same as for 2021, except for the discount rate of 5.05 %.

At normal retirement age, the above NEOs will have the same number of years of credited service in the DB component as shown above since the credited service under the DB component of the Plan ceased to accrue after May 31, 2007.

In addition to the DB component, the NEOs now accrue service under the DC component of the plan, since June 1, 2007. On November 30, 2022, they had accumulated the amounts shown below in the DC components of the Corporation pension plans:

**Defined Contribution Plan Table**

Name	Accumulated value at start of year (\$)	Compensatory (\$)	Non-compensatory (\$)	Accumulated value at year end (\$)
Patrick Goodfellow	485,035	11,773	12,979	509,787
Charles Brisebois	322,326	8,981	(14,323)	316,984
Mary Lohmus	506,366	12,485	(19,561)	499,290
David Warren	401,320	9,852	(1,866)	409,306
Jeffrey Morrison	270,471	8,000	(10,052)	268,419

## **TERMINATION AND CHANGE OF CONTROL BENEFITS**

The Corporation is party to an employment agreement entered into with the Corporation's CEO, Mr. Patrick Goodfellow, on January 15, 2017. The agreement is for an indefinite term. The agreement provides that upon termination of employment by the Corporation without cause, Mr. Patrick Goodfellow shall be entitled to an indemnity equivalent to 18 months of remuneration (base salary and bonus), provided that upon completing one full year of uninterrupted service as CEO, the indemnity shall increase by two additional months of remuneration for each full year of service, up to a maximum of 24 months of remuneration. Any such indemnity payment shall be subject to execution of a transaction that includes non-solicitation and non-competition undertakings. Moreover, such indemnity shall be payable in equal instalments based on pay periods and shall cease to be payable upon Mr. Goodfellow beginning other employment, beginning self-employment or establishing a business, in which case a lump sum payment equal to 50% of the residual amount of the indemnity shall be payable. Mr. Goodfellow's employment agreement does not contain any provision applicable in case of a change of control.

## **DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

In accordance with *Regulation 58-101 Respecting Disclosure of Corporate Governance Practices* the following text, as well as the information set forth in Appendix A hereto, summarizes the Corporation's corporate governance policy and practices. Appendix A also contains, immediately following the disclosure required under *Regulation 58-101 Respecting Disclosure of Corporate Governance Practices*, the disclosure in respect of diversity among directors and members of senior management (as prescribed in the regulations) that is required to be placed before shareholders at every annual meeting of a publicly listed corporation governed by the *Canada Business Corporations Act*.

### ***Composition of the Board of Directors***

The Board of Directors for the next fiscal year will be comprised of seven directors. Independent and unrelated directors are those who are independent of management of the Corporation or of management of a significant shareholder and are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Corporation.

The Board has determined that G. Douglas Goodfellow and David A. Goodfellow are non-independent. The main factors taken into consideration for this determination were the significance of their respective participation interest in the Corporation, their past involvement with the Corporation and family ties with the Corporation's current President and Chief Executive Officer. While each of these factors is not fatal per se, the Board decided it would be more prudent to consider them as non-independent. Stephen A. Jarislowsky, Alain Côté, James Hewitt, Robert Hall, Sarah Prichard are independent. Independent directors have direct and unlimited access to other management members and other managers, as well as to the independent external auditors of the Corporation. The independent members of the Board do not hold regularly scheduled meetings without the presence of non-independent directors. However, such directors are given the opportunity to meet on an ad hoc basis during regularly scheduled Board meetings, or otherwise as appropriate. The Board of Directors does not find it necessary to add structures to those that already exist in order to ensure its independence vis-à-vis management. Any given director may retain the services of an outside advisor at the Corporation's expense, subject to approval by the chair of the Board.

### ***Mandate and Operating Methods of the Board of Directors***

The Board of Directors manages the business and affairs of the Corporation through the mandates it confers upon its committees and upon its officers and through the exercise of its plenary powers in all matters. At regularly scheduled meetings it receives, discusses and considers for approval, with or without modification, reports of its committees and of its officers on the operations of the Corporation and its

subsidiaries and divisions. Without limitation these include reports on current issues and developments of relevance to the operations and objectives of the Corporation and to their achievement. They also include monitoring of a strategic planning process; identification, and to the extent reasonably possible, management of principal risks; monitoring of a communications policy for the Corporation; communications with the public, with shareholders and with employees; and the adequacy and efficiency of the Corporation's internal information systems and their control and security; and succession planning, including appointing, training and monitoring senior management.

The Corporation has a variety of orientation and education programs in place for current and new directors. All new directors receive a complete record of historical public information about the Corporation, as well as the charters and by-laws of the Board and its committees, and other relevant corporate and business information. Senior management make regular presentations at each Board meeting on the main areas of the Corporation's business, including (but not exclusively) cost reduction programs, business conditions, prospects, personnel issues and new product development. Directors are invited to tour the Corporation's various facilities.

The Board of Directors reviews the composition and size of the Board once a year. The Board feels that the present number of directors permits the Board to operate in a prudent and efficient manner.

The plenary power of management of the Corporation by the Board of Directors is exercised through the approval of revenue and capital budgets, the review of monthly narrative and financial reports of performance, the acquisition or disposition of all real estate, acquisitions of other businesses and of all non-budgeted expenditures and all measures respecting the environment. It also includes control of all banking and borrowing and granting of any security; the issue or redemption of all debt and equity securities; declaration of dividends; filling of vacancies on the Board of Directors; adoption, amendment or repeal of by-laws; and the approval of all quarterly and annual financial statements and any related press releases.

The Corporation's objective communicated by the Board of Directors to the chief executive officer of the Corporation is to maximize long-term shareholder value through the efficient manufacture, wholesale distribution and brokerage sale of a full range of quality lumber, wood-related products and other building materials throughout North America, as well as international markets. Such enhancement of shareholder value through growth is to be achieved in a responsible manner, without the assumption of undue risks, and also in consideration of its employees, its customers and its goodwill.

### ***Ethical Business Conduct***

The Board of Directors adopted a code of business conduct (the "Code") with a view of ensuring that all activities of Goodfellow be conducted with the highest standards of honesty and integrity and in compliance with all legal requirements. The Board of Directors monitors compliance with the Code by ensuring that the Code sets out the basic principles by which all employees, officers and directors of the Corporation conduct themselves and that as part of the recruitment process for new employees, all employees read and sign a copy of the Code. The Code is available on the Corporation's website ([www.goodfellowinc.com](http://www.goodfellowinc.com)).

### ***Majority Voting in Director Elections***

In accordance with the rules of the Toronto Stock Exchange, the Corporation had adopted a Majority Voting Policy, pursuant to which, among other things, at an uncontested meeting, each director had to be elected by a majority of the votes cast with respect to his or her election or tender its resignation to the Board of Directors. Following certain amendments to the Canada Business Corporations Act ("CBCA") which came into force on August 31, 2022, the Board of Directors unanimously determined to repeal this policy, as it was made redundant by the new statutory voting requirement introduced by the aforementioned CBCA amendments, and because such amendments also allowed the Company to comply with the TSX rules without having a Majority Voting Policy.

Under the new CBCA provisions, shareholders are now required to either vote “for” or “against” director nominees (as opposed to “for” or “withhold”). As a result, if, at the Meeting, a director nominee does not receive a majority of the votes cast for their election, such nominee will not be elected and the director position will remain vacant, or, if in the case of incumbent directors (which comprise all of the Company’s director nominees at the Meeting), such director may continue in office until the earlier of the 90th day after the vote and the day on which his or her successor is appointed or elected.

### ***Communications with Investors and Shareholders***

Representatives of the Corporation are available to respond to inquiries from shareholders and investors during the Corporation’s regular business hours. The Corporation is also subject to certain disclosure requirements pursuant to applicable Canadian securities laws. The Board of Directors is satisfied with the communications policy implemented by the Corporation. The representatives designated by the Corporation for this purpose ensure efficient communications with shareholders, the financial community and the media.

### ***Committees of the Board of Directors***

The by-laws of the Corporation provide that the Board of Directors may delegate to any of its board committees any power that the Board of Directors may exercise, save those powers any board committee is prohibited from exercising by law. The Board of Directors has established the following committees:

#### **i. Corporate Governance Committee**

The Board of Directors acts as the Corporation’s Corporate Governance Committee, with a view to examining measures to improve the effectiveness of the Board of Directors and to identify and manage the principal risks facing the Corporation. It also considers matters of corporate governance such as the functions and duties of the other committees of the Board of Directors and the Corporation’s general relations and communications with its shareholders. You can find a copy of the Corporate Governance Guideline at Appendix A of this Circular.

#### **ii. Audit Committee**

The Audit Committee directly examines the Corporation’s financial statements, aided by the Corporation’s independent external auditors, and recommends their approval to the Board of Directors. It also reviews the independent external auditors’ assessment of internal controls, their recommendations for improvement, and management’s response to such recommendations. During the exercise ending November 30, 2022, the members of the Audit Committee were Alain Côté, Stephen A. Jarislowsky, James Hewitt and Paule Têtu. Paule Têtu resigned on January 16, 2023.

The Corporation provides additional information on the audit committee on an ongoing basis in Item 9 – Audit Committee of the Annual Information Form for the fiscal year ended November 30, 2022. The Corporation’s Annual Information Form is available on the SEDAR website ([www.sedar.com](http://www.sedar.com)) and on the Corporation’s website ([www.goodfellowinc.com](http://www.goodfellowinc.com)).

#### **iii. Compensation Committee**

For the exercise ending November 30, 2022, the Board of Directors Compensation’s Committee was composed of Stephen A. Jarislowsky, G. Douglas Goodfellow, Alain Côté and Sarah Prichard. Of the Compensation Committee members, Stephen A. Jarislowsky, Alain Côté and Sarah Prichard are independent directors and have extensive executive compensation experience to aid them in the performance of their duties. Mr. Jarislowsky is a cofounder of the Canadian Coalition for Good Governance and the Institut de Gouvernance du Québec. Mr. Côté has assumed many responsibilities as an audit partner at Deloitte. Mrs. Prichard has held executive positions in several Universities and companies. This

experience enables the committee to make decisions on the suitability of the Corporation's compensation policies and practices.

All officers of the Corporation receive compensation that is believed to be competitive with the compensation packages paid by comparable corporations. The committee performed all other duties entrusted to it by the Board of Directors.

#### ***Other Governance Matters***

The Board of Directors has not seen fit at this time to create other committees as recommended by the Guidelines of the Toronto Stock Exchange. No committee responsible for the nomination and assessment of new Board members is deemed necessary. Once a year, the members of the Board establish the various board committees and their respective composition, according to the skills, interests and availability of individual Board members, and appoint a chair for each committee.

#### **Board of Directors and Committee Meetings Held and Attendance Record**

Attendance records for the Board of Directors and committee meetings held during the financial year ended November 30, 2022 were as follows:

##### **Attendance Records During Fiscal Year Ended November 30, 2022**

<b>Director's name</b>	<b>Board of Directors (Total of 7 meetings)</b>	<b>Audit Committee (Total of 4 meetings)</b>	<b>Compensation Committee (Total of 2 meetings)</b>
Robert Hall	3	2	1
Stephen A. Jarislowsky	7	4	2
David A. Goodfellow	7	-	1
G. Douglas Goodfellow	7	1	2
Alain Côté	7	4	2
James Hewitt	5	3	-
Sarah Prichard	3	-	1
Paule Têtu <sup>(1)</sup>	5	3	-

<sup>(1)</sup> Paule Têtu resigned from the Board of Directors on January 16, 2023.

#### **INTEREST OF INSIDERS AND OTHERS IN MATERIAL TRANSACTIONS**

During the fiscal year ended November 30, 2022, the Corporation did not enter into any transaction with an insider of the Corporation or another informed person (within the meaning of the applicable regulations) which has materially affected the Corporation or any of its subsidiaries, nor is any such transaction which would have such effect proposed with an insider or other informed person.

#### **INFORMATION ON THE AUDIT COMMITTEE**

Regulatory information concerning the Audit Committee is provided in Item 9 – Audit Committee of the Annual Information Form for the fiscal year ended November 30, 2022. The Corporation's Annual Information Form is available on the SEDAR website ([www.sedar.com](http://www.sedar.com)) and on the Corporation's website ([www.goodfellowinc.com](http://www.goodfellowinc.com)).

## **ADDITIONAL DOCUMENTATION**

The Corporation is a reporting issuer under the securities legislation of the provinces of Quebec and Ontario and is therefore required to file financial statements, management discussion and analysis, a management proxy circular and an annual information form with the securities regulatory authorities in these jurisdictions. Copies of these documents and additional information concerning the corporation can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com). In addition, copies of such documents may be obtained on request from the office of the Secretary of the Corporation (225 Goodfellow Street, Delson, Quebec, J5B 1V5, tel.: 450-635-6511). The Corporation may require the payment of reasonable expenses if a request is received from a person who is not a holder of securities of the Corporation.

## **SHAREHOLDERS PROPOSALS**

No shareholder proposals were submitted for deliberation at the Meeting. Shareholders who will be entitled to vote at next year's annual meeting of shareholders who wish to submit a proposal in respect of any matter to be raised at the meeting and who wish their proposal to be considered for inclusion in the management proxy circular and form of proxy relating thereto, shall ensure that the Secretary of the Corporation receives their proposal no later than November 30, 2023.

## **APPROVAL OF DIRECTORS**

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

**Robert Hall**  
**Chair of the Board**  
Dated at Delson, Quebec  
April 4, 2023

## Appendix A

### Corporate Governance Disclosure

#### **A. Corporation Governance Disclosure pursuant to *Regulation 58-101 Respecting Disclosure of Corporate Governance Practices***

The following compares the Corporation's governance practices against *Regulation 58-101 Respecting Disclosure of Corporate Governance Practices*, which deal with corporate governance, as required under form 58-101F1 "Corporate Governance Disclosure":

Guidelines	Comments
<b>1. Board of Directors</b>	
(a) Disclose the identity of directors who are independent.	<p>Of the seven Board nominees, Stephen A. Jarislowsky, Alain Côté, James Hewitt, Robert Hall and Sarah Prichard are independent.</p> <p>None of these directors work in day-to-day operations of the Corporation, is party to any material contracts with the Corporation, or receives any fees from the Corporation other than as directors.</p>
(b) Disclose the identity of directors who are not independent and describe the basis for that determination.	<p>The Board of Directors is responsible for determining whether or not each director is an independent director. To do this, the Board analyzes all the relationships of the directors with the Corporation and its subsidiaries. Non-independent directors are G. Douglas Goodfellow and David A. Goodfellow.</p> <p>The main factors taken into consideration for this determination were the significance of their respective participation interest in the Corporation, their past involvement with the Corporation and family ties with the Corporation's current President and Chief Executive Officer. While each of these factors is not fatal per se, the Board decided it would be more prudent to consider them as non-independent.</p> <p>None of these directors work in day-to-day operations of the Corporation, is party to any material contracts with the Corporation, or receives any fees from the Corporation other than as directors.</p>
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board of Directors (the <i>Board</i> ) does to facilitate its exercise of independent judgement in carrying out its responsibilities.	<p>The majority of directors are independent.</p> <p>Independent directors are given the opportunity to meet on an ad hoc basis during regularly scheduled Board meetings, or otherwise as appropriate. The Board of Directors does not find it necessary to add structures to those that already exist</p>

	in order to ensure its independence with regard to management. Any given director may retain the services of an outside advisor at the Corporation's expense, subject to approval by the Chair of the Board.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent in a jurisdiction or a foreign jurisdiction), identify both the director and the other issuer.	None of the directors is presently a director of another reporting issuer or the equivalent in a jurisdiction or a foreign jurisdiction.
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	<p>The independent directors did meet separately once officially during the fiscal year 2022. Also, they are instructed to communicate with the Chair of the Board, who is also an independent director, if there is any issue or topic they want to discuss among independent directors.</p> <p>In addition, the audit committee is composed of independent directors only, who meet prior to Board meetings and have, during such meetings, the occasion to discuss privately.</p>
(f) Disclose whether or not the chair of the Board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.	The Chair of the Board, Robert Hall, is an independent director. The Chair is responsible for administering the Board's relationship with management and the CEO. Robert Hall chairs the meetings of the independent directors whenever they occur.
(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.	See the table under "Board of Directors and Committee Meetings Held and Attendance Record" under "Disclosure of Corporate Governance Practices".
<b>2. Board Mandate</b>	
(a) Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.	<p>The Board of Directors recognizes its mandate to supervise the management of the Corporation and act in the best interests of the Corporation and of all shareholders.</p> <p>The Board of Directors approves all significant decisions that affect the Corporation and its subsidiaries before they are implemented. In pursuing this objective, consideration is given to the interests of the shareholders generally, as well as those of the other stakeholders in the Corporation including</p>



	<p>its employees, and to balancing gain against risk in order to ensure the long-term financial viability of the business of the Corporation.</p> <p>The Board of Directors is actively involved in the Corporation's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management, and is responsible for its approval. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. While there is no specific committee that oversees the strategic planning process, it is reviewed quarterly, as well as is an integral part of each Board meeting.</p> <p>The Board, through the Audit Committee, is responsible for identifying the principal risks of the Corporation and ensuring that risk management systems are implemented. The principal risks of the Corporation are those related to the environment, the Corporation's industry, foreign currencies and interest rates. The Audit Committee meets four times a year to review reports and discuss significant risk areas with management. The Audit Committee meets with the independent external auditors at least twice a year to review audit plan and audit findings and recommendations. The Board, through the Audit Committee, ensures that the Corporation adopts risk management policies.</p> <p>The Board is responsible for choosing the President and CEO, appointing senior management and for monitoring their performance. The Board approves the President and CEO's corporate objectives and compensation. The Board also ensures that processes are in place to recruit senior managers with the highest standards of integrity and competence, and to train, develop and retain them. The Board supports management's commitment to training and developing all employees.</p> <p>The Board approves the entire Corporation's major communications, including annual and quarterly reports, financing documents and press releases. The Corporation communicates with its shareholders through a number of channels including its website. The Board approves the communication policy that covers the accurate and timely communication of all important information. It is reviewed annually.</p> <p>The Board, through its Audit Committee, examines the effectiveness of the Corporation's internal control processes and management information systems. The Board consults with management and the independent external auditors of</p>
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	<p>the Corporation to ensure the integrity of these systems. The independent external auditors submit a report to the Audit Committee each year on the quality of the Corporation's internal control and management systems.</p> <p>The Board of Directors reviews the composition and size of the Board once a year. The Board feels that the present number of directors permits the Board to operate in a prudent and efficient manner.</p>
<b>3. Position Descriptions</b>	
(a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.	<p>The Board has established a position description for its Chair and for the Chair of the two committees. Essentially, the primary responsibility of the Chair is to conduct various meetings and to ensure that the Board or committee operates effectively and meets the objectives set forth in their respective charter.</p>
(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.	<p>The Board acts as a Corporate Governance Committee and is responsible for the overall governance of the Corporation. This includes developing position descriptions for the Board and the CEO. The Board has developed a partial written position description for the CEO and adjusts its objectives on a regular basis. The Governance Committee approves each year the President and CEO's corporate objectives and compensation.</p> <p>The Governance Committee reviews and approves the corporate objectives that the CEO is responsible for meeting. The committee assesses the CEO's performance against these objectives and reports the results of this assessment to the Board.</p> <p>The Board has clearly defined the limits to management's authority. The Board expects management to:</p> <ul style="list-style-type: none"> <li>➤ review the Corporation's strategies and their implementation in all key areas of the Corporation's activities;</li> <li>➤ carry out a comprehensive budgeting process and monitor the Corporation's financial performance against the budget; and</li> <li>➤ identify opportunities and risks affecting the Corporation's business and find ways of mitigating them.</li> </ul>

<b>4. Orientation and Continuing Education</b>	
<p>(a) Briefly describe what measures the board takes to orient new directors regarding:</p> <ul style="list-style-type: none"> <li>i) the role of the board, its committees and its directors, and</li> <li>ii) the nature and operation of the issuer's business.</li> </ul>	<p>The Corporation has a variety of orientation and education initiatives in place for current and new directors. All new directors receive records of historical public information about the Corporation, as well as the by-laws and charters of the Board and its committees, and other relevant corporate and business information. Representatives of the senior management team, make regular presentations at each Board meeting covering the main areas of the Corporation's business, including, but not limited to, cost reduction programs, business conditions, prospects, personnel matters and product developments. Directors are regularly invited to tour the Corporation's various facilities.</p>
<p>(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</p>	<p>See comments above.</p>
<b>5. Ethical Business Conduct</b>	
<p>(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:</p> <ul style="list-style-type: none"> <li>(i) disclose how a person or Corporation may obtain a copy of the code;</li> <li>(ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and</li> <li>(iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</li> </ul>	<p>The Board of Directors has adopted a code of business conduct (the "Code") which sets out standards of conduct expected of all employees, officers and directors, all of whom receive a copy and are expected to acknowledge a) having read the Code and b) understanding that compliance is a condition of their continued employment or status with the Corporation. The Board and CEO monitor compliance with the Code, and the CEO has acknowledged that it is his duty to do so and to report all transgressions to the Board along with a description of any remedial action taken; in this way, the Board is able to assess sensitive areas and to revise and strengthen the Code as warranted.</p> <p>A copy of the Code is available online at <a href="https://www.goodfellowinc.com/en/corporate-documents">https://www.goodfellowinc.com/en/corporate-documents</a></p>
<p>(b) Describe any steps the board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p>	<p>The Corporate Governance Committee's mandate includes the review and approval of all related party transactions for potential conflict of interest situations.</p>

(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.	The Board of Directors monitors compliance with the Code by ensuring that the Code sets out the basic principles by which all employees, officers and directors of the Corporation conduct themselves and that as part of the recruitment process for new employees, all employees read and sign a copy of the Code.
<b>6. Nomination of Directors</b>	
(a) Describe the process by which the board identifies new candidates for board nomination.	The Corporation does not have a nominating committee. The Board of Directors is responsible for proposing new nominees and for the ongoing assessment of directors. Nominees must have a background in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, and must show support for the Corporation's mission and strategic objectives and a willingness to serve. New nominees must also be or become a shareholder and there is no minimum shareholding requirement.
(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.	<p>The Corporation does not have a nominating committee at this time. Once a year, the members of the Board establish the various Board committees and their respective makeup according to the skills, interests and availability of individual Board members, and appoint a chair for each committee.</p> <p>The independent directors evaluate Board and individual director performance. The Corporation has a seven-member Board with six independent members. The Chair of the Board is responsible for ensuring Board member diversity and chemistry.</p> <p>Board members collectively hold a number of common shares representing approximately 53% of the Corporation's issued and outstanding common shares.</p>
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	Not applicable.
<b>7. Compensation</b>	
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.	<p>During the period ending November 30, 2022, the Board of Directors' Compensation Committee was composed of Stephen A. Jarislowsky, G. Douglas Goodfellow, Alain Côté and Sarah Prichard.</p> <p>All officers of the Corporation receive compensation that is believed to be competitive with the compensation packages paid by comparable corporations. The Compensation Committee performed all other duties entrusted to it by the</p>

	<p>Board of Directors.</p> <p>The Compensation Committee reviews director compensation once a year. To make its recommendation on director compensation, the committee takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian corporations. Directors only receive their compensation in the form of cash. There is no minimum shareholding requirement.</p>
(b) Disclose whether or not the board has a Compensation Committee composed entirely of independent directors. If the board does not have a Compensation Committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.	<p>One of the members of the Compensation Committee listed above, G. Douglas Goodfellow, was not an independent director, and the other three are independent. The committee met twice in 2022, and all members attended the meetings.</p> <p>In order to ensure that the Compensation Committee followed an objective process, the Chair would ask the non-independent directors to leave the meetings when discussing matters relating to any of such non-independent director's compensation.</p>
(c) If the board has a Compensation Committee, describe the responsibilities, powers and operation of the Compensation Committee.	<p>The Compensation Committee is responsible for developing and maintaining the Corporation's compensation practices, including:</p> <ul style="list-style-type: none"> <li>➤ setting directors' compensation;</li> <li>➤ developing and recommending management compensation policies, profit-sharing programs and levels to the Board to make sure they are aligned with shareholders' interests and corporate performance;</li> <li>➤ disclosing the Corporation's approach to executive compensation;</li> <li>➤ developing performance objectives for the CEO and assessing the CEO's performance against them; and</li> <li>➤ reviewing succession plans for senior officers of the Corporation.</li> </ul>

<b>8. Other Board Committees</b>	
<p>If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>The Board of Directors assumes the role and functions that could otherwise be discharged to a Corporate Governance Committee, with a view to examining measures to improve the effectiveness of the Board of Directors and to identify and manage the principal risks facing the Corporation. Acting in lieu of such committee, it considers matters of corporate governance such as the functions and duties of the other committees of the Board of Directors and the Corporation's general relations and communications with its shareholders.</p> <p>In such capacity, the Board is responsible for reviewing the overall governance principles of the Corporation, recommending any changes to these principles, and monitoring their disclosure. The Board is responsible for the statement of corporate governance practices included in the Corporation's management proxy circular and monitors best practices among major Canadian companies to ensure the Corporation continues to uphold high standards of corporate governance.</p> <p>In such capacity, the Board is responsible for the overall governance of the Corporation. This includes developing position descriptions for the Board and the CEO. The Board reviews and approves the corporate objectives that the CEO is responsible for meeting. The Board assesses the CEO's performance against these objectives. The Board has clearly defined the limits to management's authority. The Board expects management to:</p> <ul style="list-style-type: none"> <li>➤ review the Corporation's strategies and their implementation in all key areas of the Corporation's activities;</li> <li>➤ carry out a comprehensive budgeting process and monitor the Corporation's financial performance against the budget; and</li> <li>➤ identify opportunities and risks affecting the Corporation's business and find ways of mitigating them.</li> </ul>

<b>9. Assessments</b>	
<p>Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.</p>	<p>The Board of Directors is responsible for the ongoing assessment of its directors.</p> <p>The independent directors evaluate the overall performance of the Board of Directors and individual directors. The Chair of the Board is responsible for ensuring good Board member diversity and chemistry.</p> <p>The Board of Directors has recently established a program under which questionnaires are issued to the directors annually to assess the effectiveness of the Board of Directors, its committees and the directors. The results are compiled for presentation to the Board of Directors for discussion and action, as required.</p>
<b>10. Director Term Limits and Other Mechanisms of Board Renewal</b>	
<p>Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.</p>	<p>The Corporation has not adopted term limits for the directors comprising the Board. At this time, the Board does not believe that it is in the best interests of the Corporation to establish a limit on the number of times a director may stand for election. While such a limit could help create an environment where fresh ideas and viewpoints are available to the Board, a director term limit could also disadvantage the Corporation through the loss of the beneficial contribution of directors who have developed increasing knowledge of, and insight into, the Corporation and its operations, over a period of time.</p>
<b>11. Policies Regarding the Representation of Women on the Board</b>	
<p>(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.</p> <p>(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:</p> <ul style="list-style-type: none"> <li>i) a short summary of its objectives and key provisions,</li> <li>ii) the measures taken to ensure that the policy has been effectively implemented,</li> <li>iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and</li> <li>iv) whether and, if so, how the board or its</li> </ul>	<p>The Corporation has not adopted a written policy relating to the identification and nomination of women directors to the Board of Directors. The Corporation considers diversity of race, ethnicity, gender, age, cultural background and professional experience in evaluating nominees or candidates for Board membership.</p>

nominating committee measures the effectiveness of the policy.	
<b>12. Consideration of the Representation of Women in the Director Identification and Selection Process</b>	
Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.	The Corporation does not consider the level of representation of women on the Board because in considering individuals as potential directors, it seeks at all times the most qualified persons, regardless of gender. The Corporation believes that this approach enables it to make decisions regarding the composition of the Board based on what is in the best interests of the Corporation and its shareholders.
<b>13. Consideration Given to the Representation of Women in Executive Officer Appointments</b>	
Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.	The Corporation does not consider the level of representation of women in executive officer positions because in considering individuals as potential members of senior management, we at all times seek the most qualified persons, regardless of gender. The Corporation believes that this approach enables it to make decisions regarding the composition of the senior management team based on what is in the best interests of the Corporation and its shareholders.
<b>14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions</b>	
<p>(a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.</p> <p>(b) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.</p> <p>(c) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.</p> <p>(d) If the issuer has adopted a target referred to in either (b) or (c), disclose:</p>	The Corporation has not adopted a target for women on the Board of Directors or in executive officer positions because we do not believe that any candidate for membership to our Board of Directors or for an executive officer position should be chosen nor excluded solely or largely because of gender. In selecting director nominee or executive candidates, we consider the skills, expertise and background that would complement the existing Board and management team. Directors and executive officers will be recruited based on their ability and contributions.



<p>i) the target, and</p> <p>ii) the annual and cumulative progress of the issuer in achieving the target.</p>	
<b>15. Number of Women on the Board of Directors and in Executive Officer Positions</b>	
<p>(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.</p> <p>(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.</p>	<p>As of the date of this Circular, there is one woman on the Board of Directors, and one Executive Officer is a woman.</p>

**B. Disclosure relating to Diversity in accordance with the *Canada Business Corporation Act***

<b>Term Limits and other Mechanisms of Board Renewal</b>	
<p>Indication of whether or not the distributing corporation has adopted term limits for the directors on its board or other mechanisms of board renewal and, as the case may be, a description of those term limits or mechanisms or the reasons why it has not adopted them.</p>	<p>The Corporation has not adopted term limits for the directors comprising the Board. At this time, the Board does not believe that it is in the best interests of the Corporation to establish a limit on the number of times a director may stand for election. While such a limit could help create an environment where fresh ideas and viewpoints are available to the Board, a director term limit could also disadvantage the Corporation through the loss of the beneficial contribution of directors who have developed increasing knowledge of, and insight into, the Corporation and its operations, over a period of time.</p>
<b>Written Policy Relating to the Identification and Nomination of Members of Designated Groups for Directors</b>	
<p>Indication of whether or not the distributing corporation has adopted a written policy relating to the identification and nomination of members of women, Aboriginal peoples (Indians, Inuit or Métis), persons with disabilities and members of visible minorities ("Designated Groups") for directors and, if it has not adopted a written policy, the reasons why it has not adopted the policy.</p>	<p>The Corporation has not adopted a written policy relating to the identification and nomination of members of the Designated Groups for directors. The Corporation considers diversity of race, ethnicity, gender, age, cultural background and professional experience in evaluating candidates for Board membership.</p>

<b>Consideration given to the Representation of Designated Groups on the Board</b>	
Disclose whether or not the board of directors or its nominating committee considers the level of the representation of Designated Groups on the board in identifying and nominating candidates for election or re-election to the board and, as the case may be, how that level is considered or the reasons why it is not considered.	The Corporation does not consider the level of representation of Designated Groups on the Board because in considering individuals as potential directors or members of senior management, we at all times seek the most qualified persons, regardless of other criteria. The Corporation believes that this approach enables it to make decisions regarding the composition of the Board based on what is in the best interests of the Corporation and its shareholders.
<b>Consideration Given to the Representation of Designated Groups in Senior Management Appointments</b>	
Disclose whether or not the distributing corporation considers the level of representation of Designated Groups when appointing members of senior management and, as the case may be, how that level is considered or the reasons why it is not considered.	The Corporation does not consider the level of representation of Designated Groups in senior management positions because in considering individuals as potential members of senior management, we at all times seek the most qualified persons, regardless of gender. The Corporation believes that this approach enables it to make decisions regarding the senior management team based on what is in the best interests of the Corporation and its shareholders.
<b>Issuer's Targets Regarding the Representation of Designated Groups on the Board</b>	
<p>Disclose whether or not the distributing corporation has, for each group referred to in the definition Designated Groups, adopted a target number or percentage, or a range of target numbers or percentages, for members of the group to hold positions on the board of directors by a specific date and</p> <p>(i) for each group for which a target has been adopted, the target and the annual and cumulative progress of the corporation in achieving that target, and</p> <p>(ii) for each group for which a target has not been adopted, the reasons why the corporation has not adopted that target.</p>	The Corporation has not adopted targets for Designated Groups on the Board of directors because we do not believe that any candidate for membership to our Board of Directors should be chosen nor excluded solely or largely because of its belonging to a Designated Group. In selecting director nominee or executive candidates, the Corporation consider the skills, expertise and background that would complement the existing Board and management team. Directors will be recruited based on their ability and contributions.

<b>Issuer's Targets Regarding the Representation of Designated Groups in Senior Management Positions</b>	
<p>Disclose whether or not the distributing corporation has, for each group referred to in the definition Designated Groups, adopted a target number or percentage, or a range of target numbers or percentages, for members of the group to be members of senior management by a specific date and,</p> <p>(i) for each group for which a target has been adopted, the target and the annual and cumulative progress of the corporation in achieving that target, and</p> <p>(ii) for each group for which a target has not been adopted, the reasons why the corporation has not adopted that target.</p>	<p>The Corporation has not adopted targets for Designated Groups in executive officer positions because we do not believe that any candidate for membership to a senior management position should be chosen nor excluded solely or largely because of its belonging to a Designated Group. In selecting director nominee or executive candidates, the Corporation consider the skills, expertise and background that would complement the existing Board and management team. Senior Management will be recruited based on their ability and contributions.</p>
<b>Representation of Designated Groups on Board</b>	
<p>For each group referred to in the definition designated groups, the number and proportion, expressed as a percentage, of members of each group who hold positions on the board of directors.</p>	<p>Women: One representing 14%</p> <p>Aboriginal peoples: None</p> <p>Persons with disabilities: None</p> <p>Members of visible minorities: None</p>
<b>Representation of Designated Groups in Senior Management Positions</b>	
<p>For each group referred to in the definition designated groups, the number and proportion, expressed as a percentage, of members of each group who are members of senior management of the distributing corporation, including all of its major subsidiaries.</p>	<p>Women: One representing 10%</p> <p>Aboriginal peoples: None</p> <p>Persons with disabilities: None</p> <p>Members of visible minorities: None</p>