CANAM GROUP

Better Building Solutions

Notice of Annual General Meeting of Shareholders

Wednesday, April 29, 2009

Table of Contents

Management Proxy Circular

1. Solicitation of Proxies

This Management Proxy Circular is provided in connection with the solicitation of proxies made by the management of Canam Group Inc. (the "Company") for use at the Annual General Meeting of Shareholders of the Company (the "Meeting"), to be held in St. Georges (Quebec) on Wednesday, April 29, 2009, at 11:00 a.m. at the place and for the purposes set forth in the accompanying Notice of Meeting (the "Notice"), and at any adjournment thereof. Unless stated otherwise, the information contained in this circular is given as at February 25, 2009.

The solicitation will be made primarily by mail, but employees of the Company may also solicit proxies through the Internet, by telephone or in person. The Company will bear the cost of the solicitation.

2. Appointment of Proxyholders and Revocation of Proxies

The persons named on the enclosed form of proxy are directors or officers of the Company. A shareholder may appoint as his or her representative any person other than those named on the form of proxy. To exercise this right, the shareholder must write such person's name in the blank space provided for this purpose on the form of proxy. A proxyholder need not be a shareholder of the Company. In order to be valid, the form of proxy must be received at the Company's head office or at the office of the registrar and transfer agent for common shares of the Company, Computershare Investor Services Inc. ("Computershare"), located at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, no later than April 27, 2009 at 11:00 a.m. (Eastern Daylight Saving Time).

A shareholder may revoke his or her proxy by instrument in writing at any time before it is used. Any such instrument must be delivered either to the head office of the Company or to the offices of Computershare no later than the last business day preceding the day of the Meeting or any adjournment thereof, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof.

3. Notice to Beneficial Holders of Shares

The information set forth in this section is intended for shareholders who do not hold their common shares in their own name, also known as non-registered shareholders or beneficial shareholders ("Beneficial Shareholders").

Only proxies deposited by holders of common shares who appear on the records maintained by the Company as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, those shares are, in all likelihood, not registered in the shareholder's name. Such shares are more likely registered under the name of the shareholder's broker or an agent of that broker. Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents or nominees are prohibited from voting shares for the broker's clients.

Beneficial Shareholders who do not plan to attend the Meeting but wish to vote the common shares registered in the name of their broker (or an agent of such broker) should fill out the voting instruction form provided to them by their broker or Computershare in accordance with the instructions provided by such broker or Computershare no later than April 27, 2009 at 11:00 a.m. (Eastern Daylight Saving Time).

Beneficial Shareholders who wish to attend the Meeting and vote the common shares registered in the name of their broker (or an agent of such broker) should fill out the voting instruction form, enter their own name as proxyholder for the registered shareholder in the blank space provided for this purpose and return the form to Computershare no later than April 27, 2009 at 11:00 a.m. (Eastern Daylight Saving Time).

Unless stated otherwise in this circular and the accompanying form of proxy and Notice of Meeting, the term "shareholders" refers to "registered shareholders".

4. Voting by Proxy

The persons named in the accompanying form of proxy will vote the shares in accordance with the instructions provided by the shareholder. In the absence of instructions to the contrary, the votes attached to the shares represented by such proxy will be cast IN FAVOUR of all the matters subject to a vote.

Should any other matter properly come before the Meeting, the accompanying form of proxy confers upon its holders the discretionary power to vote on such matters as they deem appropriate.

As at the date of this circular, management knows of no amendment, modification or other matter that may come before the Meeting.

5. Voting Shares

Holders of common shares registered on the list of shareholders drawn up at the close of business on March 20, 2009 (Eastern Daylight Saving Time), or their duly named proxyholder, will be entitled to vote at the Meeting or any adjournment thereof.

Each common share confers the right to one (1) vote and entitles the holder thereof to one (1) vote per share at the Meeting.

As at February 25, 2009, 45,376,000 common shares of the Company were issued and outstanding.

6. Principal Shareholders

The following table sets forth (i) the names of the persons who, to the knowledge of the Company's directors and executive officers, beneficially own, directly or indirectly, or control more than 10% of the voting shares, that is, the common shares of the Company and (ii) the number and percentage of common shares beneficially owned or controlled by each such person.

Name	Number of common shares held or controlled	Percentage of common shares
CDS & Co.	37,698,862(1)	83.08 %
Marcel Dutil(2)	7,295,496	16.08 %

(1) Excluding 3,050,030 common shares held for Mr. Marcel Dutil.
(2) The shares are held by Placements CMI Inc. and its subsidiary 9085-6063 Québec Inc., which are indirectly controlled by Mr. Marcel Dutil.

7. Election of Directors

Eleven (11) directors will be elected at the Meeting and will remain in office until the next Annual General Meeting or until their successors are elected or appointed. The persons named on the accompanying form of proxy intend to vote IN FAVOUR of the election as directors of the nominees whose names are hereinafter set forth.

All nominees for election as directors are currently directors of the Company.

Management has no reason to believe that any of the said nominees will be unable to serve on the Board of Directors. However, if that eventuality should come to pass, the persons named on the accompanying form of proxy intend to vote, at their discretion, IN FAVOUR of another nominee, unless instructed in the form of proxy to abstain from voting in connection with the election of directors.

Mr. Marc Dutil and Ms. Anne-Marie Dutil Blatchford are the children of Mr. Marcel Dutil. The number of common shares in the Company beneficially owned, directly or indirectly, or controlled by each of these persons is set forth in the following table. No one of these three (3) persons controls the shares held or controlled by the other two (2) persons.

The Company's Board of Directors adopted a minimum share ownership requirement, whereby each director must hold at least 7,500 common shares of the Company. Each first-time candidate to the office of director must acquire such minimum participation within five (5) years of the date of his or her election or appointment. Those candidates whose names appear in the following table and who are running for re-election but do not hold 7,500 common shares of the Company as at February 25, 2009, must acquire such minimum participation within five (5) years of this date.

The following table sets forth the names of the nominees for the office of director and, for each nominee, indicates: the place of residence; the position currently held within the Company, where applicable; the current principal occupation and the names of any other reporting issuers where the candidate is a director; the year in which the person was first elected or appointed as a director; whether or not the person is an independent director; the Board Committee or Committees on which the person sits, and the position held on each such committee, where applicable; a brief summary of the person's experience; and the number of common shares of the Company beneficially owned, directly or indirectly, or controlled by the person.

Élaine Beaudoin Westmount, Quebec, Canada Director since 2000 Independent	**Corporate Director** Ms. Beaudoin is a Chartered Accountant and a member of the Canadian Institute of Chartered Accountants and the Ordre des comptables agréés du Québec. Between 1989 and 1998, she was the Chief Executive Officer of Unifix Inc., a manufacturer of lightweight cement board products. Ms. Beaudoin is a Director of Beaudier Inc. and Hebdo Litho Inc. She was a Director of LMS Medical Systems Inc. until November 2008. Ms. Beaudoin graduated from the Directors Education Program at the Institute of Corporate Directors.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Audit Committee Investment-Monitoring Committee	---	10,000

Anne-Marie Dutil Blatchford Westmount, Quebec, Canada Director since 1998 Non-Independent	**Corporate Director** Ms. Dutil Blatchford is the founding President of Blatchford Interiors Inc., an interior design business. Ms. Dutil Blatchford is also involved in various foundations dedicated to children with learning disabilities. She holds a Bachelor of Science degree in Administration and Marketing from Babson College in the United States.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
---	---	13,500

Marc Dutil St. Georges, Quebec, Canada Director since 2002 Non-Independent	**President and Chief Operating Officer** **Canam Group Inc.** Mr. Dutil joined the Company in 1989 as Information Projects Manager. Prior to his appointment in 2003 to his current position, he was Vice President of the Company and President of Steel Plus Network, a division of the Company that has since been sold. Mr. Dutil was a Director of the Canadian Institute of Steel Construction for ten years before serving as its Chairman from 2001 to 2003. He was also a Director of the Steel Structures Education Foundation for ten years. He is currently a Director of the C.D. Howe Institute. Mr. Dutil is also the President and a Director of the École d'entrepreneurship de Beauce. Before joining the Company, Mr. Dutil founded an information design company in the field of electronic data exchange.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
---	---	49,750

Marcel Dutil, C.M. Montreal, Quebec, Canada Director since 1972 Non-Independent	**Chairman of the Board and Chief Executive Officer** **Canam Group Inc.** Mr. Dutil is the Company's founder. Mr. Dutil is a Director of The Jean Coutu Group (PJC) Inc., National Bank of Canada, the Montreal Economic Institute and Manac Inc. Mr. Dutil previously served on the Boards of Acier Leroux Inc., MAAX Inc. and Québec-Téléphone. Mr. Dutil is a member of the Order of Canada and a Knight of the Ordre national du Québec.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
---	The Jean Coutu Group (PJC) Inc. National Bank of Canada	7,295,496

Pierre Lortie, C.M. St. Lambert, Quebec, Canada Director from 1990 to 2003 and since 2004 Independent	**Senior Business Advisor** **Fraser Milner Casgrain LLP** (law firm) Mr. Lortie is Senior Business Advisor at the law firm Fraser Milner Casgrain LLP. He is also Chairman of the Board of Country Style Foods Services Inc. and a Director of Dynaplas Ltd. and Altair Nanotechnologies, Inc. Mr. Lortie also served as Chairman of the Montreal Demerger Transition Committee from its inception on June 21, 2004 to the end of its mandate on December 31, 2005. Mr. Lortie served as President and Chief Operating Officer of Bombardier Transportation until December 2003. Prior to this, he served as President and Chief Operating Officer of Bombardier Capital; President and Chief Operating Officer of Bombardier International; and President of Bombardier Aerospace, Regional Aircraft. He has also served as Chairman of Canada's Royal Commission on Electoral Reform and Party Financing. He has been Chairman of the Board, President and Chief Executive Officer of Provigo Inc.; President and Chief Executive Officer of the Montreal Exchange; and a Senior Partner of Secor Inc. Mr. Lortie graduated from the Directors Education Program at the Institute of Corporate Directors. He is a member of the Order of Canada.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Corporate Governance Committee Audit Committee (Chair) Investment-Monitoring Committee (Chair)	Altair Nanotechnologies, Inc.	73,200

Pierre Marcouiller Magog, Quebec, Canada Director since 2007 Independent	**Chairman of the Board and Chief Executive Officer** **Camoplast Inc**. (manufacturer of specialized components for on-and off-road vehicles) Mr. Marcouiller is Chairman of the Board and Chief Executive Officer of Camoplast Inc., an industrial manufacturer specialized in rubber tracks, undercarriage systems, composite and plastic components aimed at recreational, agricultural, automotive and industrial markets. Prior to joining Camoplast, Mr. Marcouiller was President and General Manager of Venmar Ventilation Inc. (1986-1996), where he was the controlling shareholder from 1991 to 1996. Mr. Marcouiller is a Director of EXFO Electro-Optical Engineering Inc.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Audit Committee	EXFO Electro-Optical Engineering Inc.	---

Normand Morin Montreal, Québec, Canada Director since 2005 Independent	**Corporate Director** Mr. Morin has more than 30 years of experience in the management of major projects in North America, Asia and Africa and in the general management of engineering-construction firms. He spent most of his career at Lavalin Inc., subsequently SNC-Lavalin Group Inc. When he retired from SNC-Lavalin Group in December 2004, he was Executive Vice President and a member of the Office of the President, two positions which he had held since 1996. Mr. Morin is a Director of Roctest Ltd. and the Montreal Port Authority.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Human Resources Committee (Chair) Corporate Governance Committee	Roctest Ltd.	8,000

Robert Parizeau, F. ICD Montreal, Quebec, Canada Director since 1990 Independent	**Corporate Director** Mr. Parizeau is Chairman of the Board of Directors of Aon Parizeau Inc., insurance brokers and risk management consultants. Until 1997, Mr. Parizeau was President and Chief Executive Officer of Sodarcan Inc., a company operating in insurance, reinsurance and actuarial consulting. He was a Director of National Bank of Canada for 23 years until 2003 and a Director of Van Houtte Inc. from 2002 to 2007. He was Chairman of the Board of Gaz Métro Inc. from 1997 to February 2007. Mr. Parizeau is a Director of Power Corporation of Canada Inc., National Bank Life Insurance Company, SCOR Canada Reinsurance Company, the Institute for Governance of Private and Public Organizations and the Institute of Corporate Directors.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Corporate Governance Committee (Chair) Human Resources Committee Investment-Monitoring Committee	Power Corporation of Canada Inc.	40,000

Pierre Thabet St. Georges, Quebec, Canada Director since 2006 Independent	**President** **Boa-Franc**, G.P. (wood flooring manufacturer) Mr. Thabet has served as President and General Manager of Boa-Franc, G.P., a manufacturer of pre-lacquered wood flooring, since 1983	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Human Resources Committee	---	541,385

Jean-Marie Toulouse Town of Mount Royal, Quebec, Canada Director since 2006 Independent	**Full Professor** **HEC Montreal** (university) Mr. Toulouse is Full Professor at the École des Hautes Études Commerciales de Montréal (HEC Montréal), where he has been teaching management since 1981. He was the managing director of HEC Montréal from 1995 to 2006. He is a Director of the Société des alcools du Québec, the École d'entrepreneurship de Beauce, the National Optics Institute (INO), the Institut de Finance Mathématique de Montréal (IFM2) and the Conseil des relations internationales de Montréal (CORIM). He is Treasurer of the Chambre de Commerce Française au Canada (CCFC). Mr. Toulouse is a member of the Royal Society of Canada and is an Officer of the Ordre national du Québec.	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Audit Committee Human Resources Committee Investment-Monitoring Committee	---	1,250

Jean Turmel Montreal, Quebec, Canada Director since 2006 Independent	**President** **Perseus Capital Inc.** (fund management company) Mr. Turmel is President of Perseus Capital Inc., a fund management company. From 1981 to 2004, he held various positions at National Bank of Canada, including that of President, Financial Markets, Treasury and Investment Banking from 1998 to 2004. He was Chairman of the Board of the Montreal Exchange until 2008. Mr. Turmel is a Director of Alimentation Couche-Tard Inc., TMX Group Inc., Maple Financial Group Inc. and the Ontario Teachers' Pension Plan (OTPP).	
Committee membership:	**Other reporting issuers where the candidate is a Director**	**Common shares of the Company held or controlled**
Audit Committee	Alimentation Couche-Tard Inc. TMX Group Inc.	30,000

To the knowledge of the Company, no director or executive officer of the Company, or no shareholder owning a sufficient number of shares in the Company to have a material impact on the control of the Company, is, as at the date of this circular, or has been, within ten (10) years prior to the date of this circular, a director or executive officer of the Company or any other company which, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold its assets, with the exception of Mr. Marcel Dutil, who was a Director of Total Containment, Inc. when that corporation filed for bankruptcy under Chapter 11 of Title 11 (Bankruptcy) of the United States Code on March 4, 2004.

The number of meetings held by the Board of Directors and Board Committees during the financial year ended December 31, 2008, the record of attendance for the directors at these meetings, and the number of meetings of the independent directors are set forth in the following table.

Number of meetings of the Board and Board Committees from January 1 to December 31, 2008

Board/Committee	Number of meetings	Number of meetings held by Independent Directors in camera (1)
Board of Directors	5	5
Audit Committee	4	4
Human Resources Committee	3	3
Corporate Governance Committee	2	1
Investment-Monitoring Committee (2)	5	1

(1) From time to time, in the course of Board and Board Committee meetings, independent directors hold meetings at which neither non-independent directors nor officers of the Company are present ("in camera").
(2) The mandate of the Investment-Monitoring Committee is to review the Company's investments in related companies, and the Committee is composed entirely of independent directors. It is not a permanent committee. Following the sale by the Company of its interest in Finloc Inc. (please refer to Item 12 "Interest of Informed Persons in Material Transactions" of this circular), the Company's Board of Directors decided to terminate the Committee's mandate at the close of the Annual General Meeting of Shareholders to be held on April 29, 2009.

Record of Attendance for Directors at Board Meetings and Board Committee Meetings from January 1 to December 31, 2008

Director	Board of Directors	Audit Committee	Human Resources Committee	Corporate Governance Committee	Investment-Monitoring Committee
Élaine Beaudoin	4/5	3/4	---	---	4/5
Anne-Marie Dutil Blatchford	5/5	---	---	---	---
Marc Dutil	5/5	---	---	---	---
Marcel Dutil	5/5	---	---	---	---
Paul Gobeil(1)	2/2	---	1/1	1/1	---
Pierre Lortie	5/5	4/4	---	2/2	5/5
Pierre Marcouiller(2)	4/5	2/2	2/2	---	---
Normand Morin	5/5	---	3/3	2/2	---
Robert Parizeau(3)	5/5	2/2	3/3	1/1	5/5
Pierre Thabet	5/5	---	3/3	---	---
Jean-Marie Toulouse(4)	5/5	4/4	2/2	---	5/5
Jean Turmel	4/5	3/4	---	---	---

(1) Mr. Gobeil was a member of the Board of Directors until April 30, 2008.
(2) Mr. Marcouiller was a member of the Human Resources Committee until April 30, 2008. He has been a member of the Audit Committee since April 30, 2008.
(3) Mr. Parizeau was a member of the Audit Committee until April 30, 2008. He has been a member of the Corporate Governance Committee since April 30, 2008.
(4) Mr. Toulouse has been a member of the Human Resources Committee since April 30, 2008.

8. Statement of Executive Compensation

8.1 Compensation Analysis

8.1.1 Compensation Objectives

The Company's Human Resources Committee (the "Human Resources Committee") annually reviews and approves human resources policies regarding the total compensation of executive officers and other senior managers (collectively, "senior managers"). The Chairman of the Board and Chief Executive Officer, the Vice President and Chief Financial Officer, and each of the three (3) other most highly compensated executive officers of the Company and its subsidiaries are referred to collectively in this circular as the "Named Executive Officers". As at the date of this circular, the Human Resources Committee is composed of four (4) independent directors: Messrs. Normand Morin, Robert Parizeau, Pierre Thabet and Jean-Marie Toulouse. The Committee is chaired by Mr. Normand Morin.

The compensation policies and the profit-sharing plan offered to senior managers are intended to pay total compensation that is competitive with market practices, ensure a balance between individual performance and the Company's financial performance and allow the variable element of their compensation to fluctuate based on achieving or exceeding profitability objectives.

The Human Resources Committee is responsible for reviewing and approving the compensation of senior managers.

8.1.2 Elements of Compensation

The principal elements of the compensation of senior managers are base salary, a profit-sharing plan, a pension plan and a group insurance program.

8.1.2.1 Base Salary

The base salaries of senior managers reflect the reporting level as well as the responsibilities and complexity of each position. They are determined in the light of competitive market practices for similar positions using information gathered by the Company from compensation consultants and salary surveys.

The base salaries of senior managers are reviewed annually, and salary adjustments are based on individual performance, financial results, the economic situation and market practices.

Individual performance takes into consideration a number of factors that are consistent with the Company's values but that cannot be measured with accuracy. The Human Resources Committee and each senior officer's immediate superior rely on their judgment and experience to determine whether the senior manager's actions are in keeping with the corporate values. These values are:

- Integrity
- Total customer satisfaction: Exceptional service
- Excellent relations with personnel
- Superior-quality products: Non-negotiable
- Low-cost producer
- Safe, clean and orderly work environment
- Good corporate citizen

While the profit-sharing plan is consistent with the financial results of the Company or those of the Company's business units, the base salary is reviewed in light of the economic environment in which the Company operates. The Company has to cope with the economic cycles of the commercial and industrial construction sector. In times of economic slowdown, the tendency is to limit the salary increases of senior managers, whereas in times of economic growth, the Company attempts to fill the compensation gap caused by the economic downturn and to follow the objectives of the compensation policy more closely. The Human Resources Committee and each senior manager's immediate superior rely upon their judgment and experience to determine the extent to which the economic situation should be a factor in determining base salary. No specific criteria are used.

From time to time, the Company has asked external compensation consultants to compare the salary of a senior manager to that paid for a similar position in the labour market. In 2008, Towers Perrin, an external compensation consulting firm, was mandated by the Human Resources Committee to review the compensation of Mr. Marcel Dutil, Chairman of the Board and Chief Executive Officer of the Company. Both the findings and the steps taken in the aftermath of the report issued by Towers Perrin are described in section 8.5.3 "Supplementary Pension Agreements" of this circular. No review of the salaries of the other Named Executive Officers has been carried out over the last three financial years. The Company believes that the salary increase percentages granted to the Named Executive Officers for the financial year ended December 31, 2008 ("fiscal 2008") reflected market practices based, without any formal analysis, on informal discussions with representatives of other companies and information bulletins on compensation trends regularly published by compensation consulting firms.

In fiscal 2008, the Named Executive Officers were entitled to the salary increases set forth in the following table. The salary increase granted to Mr. Marcel Dutil in fiscal 2008 was granted to him prior to Towers Perrin being entrusted with the mandate to review his compensation.

Name	**Percentage increase in base salary for 2008 vs. 2007** (%)	**Increase** **($)**
Marcel Dutil	2.80	15,000
Charles Pinel	2.93	7,020
Marc Dutil	5.01	20,020
Mario Bernard	2.50	8,216
Sam Blatchford	3.00	9,435

The immediate superior of each of the Named Executive Officers, other than the Chairman of the Board and Chief Executive Officer, is responsible for evaluating the officer's performance and determining his annual base salary. The Human Resources Committee examines and approves the salary reviews. The salary increases granted for fiscal 2008 were based on the above criteria, without any formal analysis. No one of these criteria carried more weight than any other in determining the base salary increase of these persons.

The Human Resources Committee is responsible for evaluating the performance and determining the annual base salary of Mr. Marcel Dutil. In addition to the above criteria, the Committee takes the following factors into consideration in determining Mr. Dutil's base salary. No one of these factors carried more weight than any other in determining his base salary for fiscal 2008:

- the Company's financial performance in relation to the budgetary and financial objectives set at the start of the financial year;
- the development of the strategic plan and regular feedback to the Board of Directors on the evolution of the plan;
- the development of the management team and succession planning;
- the Company's leadership positioning in its reference markets and the maintenance of that positioning.

8.1.2.2 Profit-Sharing Plan

The Company's profit-sharing plan allows senior managers to share in its financial success and increase their annual compensation according to the financial results of the Company. The plan has two components: a bonus based on the return on shareholders' equity and a bonus based on the level of attainment of business unit profitability objectives.

A first bonus payout takes place following the Board approval of the annual financial results for the financial year in which the bonuses were earned. A second payout is in the form of common shares of the Company and takes place in the fourth year following the end of the financial year in which the bonuses were earned.

Company management believes that the return on shareholders' equity is a specific indicator of the creation of shareholder value because it reflects management's efforts to implement the strategies of the Company. The bonus based on the return on shareholders' equity is the only bonus to which senior managers of the Company are entitled, except for the persons who are also eligible for the bonus based on the level of attainment of business unit profitability objectives.

The bonus based on the level of attainment of business unit profitability objectives is only awarded to senior managers who work for a business unit. Among the Named Executive Officers, Messrs. Mario Bernard and Sam Blatchford are eligible to receive this bonus, which is based on the evolution of the operating profit before taxes of their respective business units.

a) Bonus Based on the Return on Shareholders' Equity

The Company grants to all senior managers a percentage of profit before taxes, the amount of which is determined by applying a formula based on the return on shareholders' equity ("ROE") during the reference period, namely fiscal 2008 for this circular. The shareholders' equity used as reference is the one as at December 31 immediately prior to the reference period (the "reference date"). As at December 31, 2007, shareholders' equity was $366,890,000.

The following criteria apply to the ROE-based bonus payout:

(i) No bonus is awarded on pre-tax profit equal to the first 10% of shareholders' equity as at the reference date. A minimum ROE of 10% is required before a senior manager can be eligible for a bonus.

(ii) Of the amount exceeding the first 10% of the ROE, the amount available for bonus payout purposes is equal to 12.5% of the Company's pre-tax profit, after deducting any sum accounted for as a bonus based on the level of attainment of business unit profitability objectives (the "business unit bonus") and any sum accounted for as an ROE-based bonus.

(iii) The amount payable to senior managers must not exceed the total ROE-based bonus amount that would have been paid to all senior managers if they had been granted the maximum of the multiple of their respective base salaries. For fiscal 2008, such maximum amount was $8,372,000.

The following formula illustrates how the ROE-based bonus was calculated for fiscal 2008:

• Shareholders' equity as at December 31, 2007:		$ 366,890,000
• Pre-tax profit for fiscal 2008 (after deducting the business unit bonus):		$ 73,736,000
Less		
• 10% of sharehoders' equity as at December 31, 2007:	–	$ 36,689,000
		$ 37,047,000
• REO-based bonus		
$\frac{\$\ 37{,}047{,}000}{112.5\%} = \$\ 32{,}931{,}000$		
$ 32,931,000 x 12.5% = $ 4,116,000	–	$ 4,116,000
		$ 32,931,000

• Amount available for profit sharing among all senior managers:
$ 32,931,000 x 12.5% = $ 4,116,000

• Eligible maximum of the multiple of all base salaries:
$ 8,372,000

• % to be applied to the multiple of the base salary of each senior manager:

$$\frac{\$\ 4{,}116{,}000}{\$\ 8{,}372{,}000} = 49.2\%$$

The ROE-based bonus allows the Named Executive Officers to receive a bonus equal to a multiple of their respective base salaries to a maximum of:

- 200% for Messrs. Marcel Dutil and Marc Dutil;
- 120% for Messrs. Mario Bernard and Sam Blatchford; and
- 100% for Mr. Charles Pinel.

For the purposes of the financial results for fiscal 2008, the following table sets forth, for each of the Named Executive Officers, both the percentage of base salary to which he was entitled in the form of an ROE-based bonus and the ROE-based bonus earned by such person:

Name	**Percentage of base salary used to calculate ROE-based bonus for fiscal 2008** (%)	**ROE-based bonus earned for fiscal 2008 ($)**
Marcel Dutil	98.4	541,200
Charles Pinel	49.2	121,524
Marc Dutil	98.4	413,283
Mario Bernard	59.04	198,511
Sam Blatchford	59.04	191,242

b) **Bonus Based on the Level of Attainment of Business Unit Profitability Objectives**

In addition to the ROE-based bonus, each senior manager who works for one or more of the Company's business units is eligible for a bonus based on the level of attainment of the profitability objectives set at the beginning of the financial year for the business unit or units headed by the senior manager. Among the Named Executive Officers, Messrs. Mario Bernard and Sam Blatchford, who head business units, are both eligible for a bonus of up to 80% of their respective base salaries.

Mr. Mario Bernard is the President of Canam and Structal-Bridges. As President of Canam, he oversees the sales and marketing in Canada and the United States of steel joists and steel deck fabricated by the Canadian plants. He also oversees the fabrication activities of all the Canadian plants. As President of Structal-Bridges, Mr. Bernard oversees the fabrication, sales and marketing activities of the Structal-Bridges business unit in Canada and the United States. Up to October 2008, Mr. Bernard had also been overseeing the fabrication, sales and marketing activities of the Structal-Heavy Steel Construction business unit.

Mr. Sam Blatchford is the President of Canam Steel Corporation, a wholly-owned subsidiary of the Company operating in the United States. In this capacity, Mr. Blatchford heads the Canam United States business unit and oversees the fabrication, sales and marketing in the United States of steel joists, steel deck and VertiSpace-related products. Mr. Blatchford is also the President of the Hambro business unit and, in this capacity, oversees the sales and marketing of Hambro steel joists in Canada and the United States as well as fabrication activities in the United States.

For fiscal 2008, Messrs. Bernard and Blatchford were presented with financial performance objectives for each of the business units they headed, except that no bonus was tied to Mr. Bernard's role as head of the Canadian fabrication activities. The financial objectives were tied to the pre-tax operating profit generated by each business unit, and the percentage level of attainment for each objective was based on the dollar value of the pre-tax operating profit generated by each business unit.

The attainment of the profitability objectives set for any one of the Named Executive Officers largely depends on the strategies deployed by each officer to achieve the desired level of profitability. However, risk factors such as exchange rate and raw material cost fluctuations may influence efforts to attain these objectives. There can be no assurance that any of the Named Executive Officers will achieve their profitability objectives in whole or in part. The section "Risks and Uncertainties" under "Management's Discussion and Analysis" in the Company's 2008 Annual Report has been incorporated by reference into this circular. A copy of the 2008 Annual Report is available on the SEDAR web site (www.sedar.com) and on the Company's web site (www.canamgroup.ws), or can be obtained by writing to the Company's Corporate Secretary at 270, chemin Du Tremblay, Boucherville (Québec) J4B 5X9.

For the purposes of the financial results for fiscal 2008, the following table sets forth, for Messrs. Mario Bernard and Sam Blatchford, the percentage of base salary to which each person was entitled in the form of a bonus according to the business unit profitability objectives and the bonus earned by each person:

Name	Percentage of base salary used to calculate bonus earned according to level of attainment of business unit profitability objectives for fiscal 2008 (%)	Bonus earned according to level of attainment of business unit profitability objectives for fiscal 2008[1] ($)
Mario Bernard	51	171,478
Sam Blatchford	39.75	128,758

(1) The bonus earned according to the level of attainment of their business unit profitability objectives represents 23.31% and 19.68% of the total compensation of Mr. Mario Bernard and Mr. Sam Blatchford respectively.

c) Payout of Bonuses

Both the ROE-based bonus and the bonus based on the level of attainment of business unit profitability objectives are paid out in two stages.

(i) Short-Term Payout

For each Named Executive Officer, if the total amount of bonuses earned for the reference financial year exceeds $20,000, 70% of the total amount is paid out in cash following Board approval of the annual financial results for the reference year. If the total amount of bonuses earned does not exceed $20,000, 100% of the total amount is paid out in cash.

For the purposes of the financial results for fiscal 2008, the following table sets forth the amount earned by each Named Executive Officer under the short-term payout provision of the profit-sharing plan:

Name	Short-term payout of bonuses earned for fiscal 2008 ($)
Marcel Dutil	378,840
Charles Pinel	85,066
Marc Dutil	289,298
Mario Bernard	258,992
Sam Blatchford	224,000

(ii) Medium-Term Payout

For each senior manager residing in Canada, if the total amount of bonuses earned for the reference financial year exceeds $20,000, the Company deposits 30% of the total amount into a trust constituted by the Company (the "Trust"). The trustee is Computershare Trust Company of Canada. With these funds, the Trust acquires common shares of the Company on the secondary market. These shares are turned over to the senior managers by the Trust in the fourth year following the end of the financial year in which the bonuses were earned. To be eligible to receive the shares, senior managers must be employees of the Company on the date the shares are turned over to them by the Trust. This element of compensation is intended to retain senior managers and motivate them to create shareholder value. For senior managers not residing in Canada, rather than deposit the bonus into the Trust, the Company or its foreign subsidiary constitutes a reserve fund which is used in the same way as the Trust for Canadian residents.

For the purposes of the financial results for fiscal 2008, the following table sets forth the amount earned by each Named Executive Officer under the medium-term payout provision of the profit-sharing plan and deposited into the Trust:

Name	Medium-term payout of bonuses earned for fiscal 2008 ($)
Marcel Dutil	162,360
Charles Pinel	36,457
Marc Dutil	123,985
Mario Bernard	110,996
Sam Blatchford	96,000

8.1.2.3 Stock Option Purchase Plan

In February 1985, the Company implemented a Stock Option Purchase Plan for Key Employees (the "Stock Option Plan") giving them an option to purchase common shares of the Company. In September 2004, the Company decided to stop granting new stock options under the Stock Option Plan. All persons who held stock options as at that date, keep them until maturity. No stock options have been granted since August 2003.

Options can be exercised in blocks of 20% per annum as of the second anniversary of the grant date. Options can be exercised over a period of no more than ten (10) years from the grant date and at an exercise price equal to the market price at the time of the option grant.

8.1.2.4 Group Insurance Program

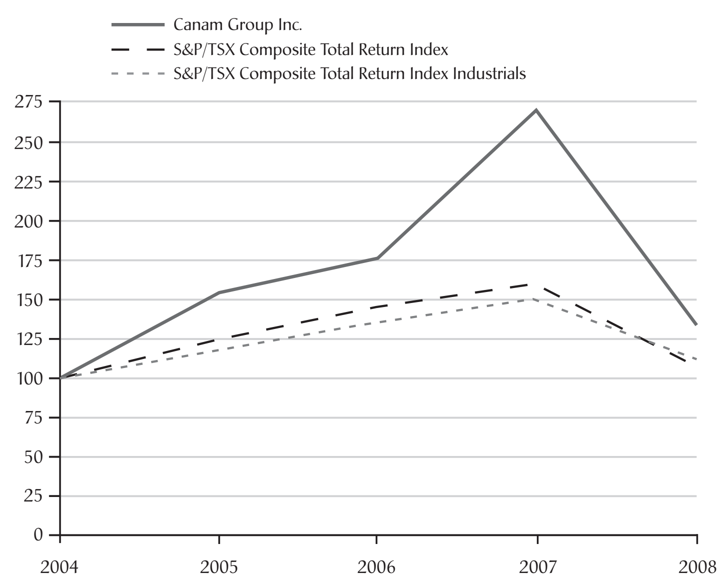
The Named Executive Officers participate in the senior managers' group insurance plan. The program provides for medical, dental, life insurance and disability insurance coverage.

8.2 Performance Graph

The following graph compares the cumulative total return over a five-year period on a $100 investment in common shares of the Company, on the assumption that the dividends were reinvested, to the cumulative return on the S&P/TSX Composite Index and the S&P/TSX Composite Industrial Index for the same period.

The increase in the compensation of the Named Executive Officers does not follow the trend in the Company's common shares shown by this graph. The increase or decrease in the price per common share of the Company is not a determining factor in the compensation of the Named Executive Officers. The Company's management believes that return on shareholders' equity more accurately reflects the creation of shareholder value than the rise or fall of share price. The ROE-based bonus is the only bonus to which senior managers of the Company are entitled, except for certain senior managers who are eligible for the bonus based on the level of attainment of business unit profitability objectives. Shareholders' equity divided by the number of outstanding common shares is equal to the book value per common share of the Company. From January 1, 2008 to December 31, 2008, the book value per common share went from $7.43 to $9.06. Share price is impacted by a number of external factors beyond the control of the Company's management, notably speculation and the general state of the economy. The Company's management believes that its ability to increase the Company's book value per share should be reflected in its share price over the medium and long terms.

Performance Graph



	2004	2005	2006	2007	2008
Canam Group Inc.	$100	$154	$177	$271	$134
S&P/TSX Composite Index	$100	$124	$146	$160	$107
S&P/TSX Composite Industrial Index	$100	$118	$135	$149	$112

8.3 Summary Compensation Table

The following table sets forth the total compensation earned by the Named Executive Officers during fiscal 2008. For the financial years ended December 31 of both 2006 and 2007, the information pertaining to the compensation earned by the Named Executive Officers is provided in the Management Proxy Circulars used for the Company's Annual General Meetings of Shareholders held April 25, 2007 and April 30, 2008 respectively, both of which are available on the SEDAR web site (www.sedar.com).

Name and principal position	Year	Salary[1] [2] ($)	Share-based awards[3][4] ($)	Option-based awards ($)	Non-equity incentive plan compensation[3] ($)		Pension value ($)	All other compensation[5] ($)	Total compensation ($)
					Annual incentive plan	Long-term incentive plan			
Marcel Dutil, Chairman of the Board and Chief Executive Officer	2008	550,000	162,360	n/a	378,840	n/a	112,500	n/a	1,203,700
Charles Pinel, Vice President and Chief Financial Officer	2008	247,000	36,457	n/a	85,066	n/a	6,300	n/a	374,823
Marc Dutil, President and Chief Operating Officer	2008	420,004	123,985	n/a	289,298	n/a	22,800	n/a	856,087
Mario Bernard, President, Canam and Structal-Bridges	2008	336,232	110,996	n/a	258,992	n/a	29,400	n/a	735,620
Sam Blatchford,[6] President, Hambro and Canam Steel Corporation	2008	323,920	96,000	n/a	224,000	n/a	10,100	n/a	654,020

(1) The salary corresponds to the salary in effect as at December 31 of the reference financial year.

(2) **The income taxes deducted from the salaries and bonuses paid to the Named Executive Officers during fiscal 2008 totalled $1,353,000 or 44% of the aggregate of all salaries and bonuses paid to these persons during that year.**

(3) The compensation earned under the Profit-Sharing Plan is calculated according to the base salary in effect in November of the reference year.

(4) This amount corresponds to the portion of the bonuses earned for fiscal 2008 and deposited into the Trust in March 2009 for the purchase of common shares of the Company on the secondary market (please refer to section 8.1.2.2 "Profit-Sharing Plan" of this circular).

(5) The value of the direct and indirect benefits to each Named Executive Officer is lower than the lesser of $50,000 or 10% of his annual salary.

(6) Mr. Sam Blatchford received 60% of his salary in U.S. currency. The conversion rate used is the rate in effect as at December 31, 2008, namely, 1.218%.

8.4. Incentive Plan Awards

8.4.1 Outstanding Share-Based and Option-Based Awards

The following table sets forth, for each Named Executive Officer, all awards outstanding at the end of fiscal 2008, that is, the option-based awards under the Stock Option Plan and the share-based awards under the Profit-Sharing Plan.

	Option-based awards				Share-based awards	
Name	Number of securities underlying unexercised options	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options(1) ($)	Number of shares or units of shares that have not vested(2)	Market of payout value of share-based awards that have not vested(3) ($)
Marcel Dutil	6,000	6.69	November 6, 2012	0.00	60,543	402,610
Charles Pinel	n/a	n/a	n/a	n/a	13,096	87,088
Marc Dutil	10,000	7.50	December 4, 2010	0.00	43,563	289,693
	10,000	6.69	November 6, 2012	0.00		
Mario Bernard	7,200	6.69	November 6, 2012	0.00	37,148	247,034
Sam Blatchford	37,500	7.50	December 4, 2010	0.00	43,424	288,769
	10,000	6.69	November 6, 2012	0.00		

(1) The value of the outstanding unexercised options at the end of fiscal 2008 is equal to the difference between the closing price of the common shares on the TSX as at December 31, 2008 (i.e. $6.65) and the exercise price.

(2) The number represents the common shares purchased on the secondary market and held by Computershare Trust Company of Canada. The number includes the shares purchased during fiscal years 2006, 2007 and 2008 in connection with the bonuses payable for fiscal years 2005, 2006 and 2007 respectively (please refer to section 8.1.2.2 "Profit-Sharing Plan" of this circular).

(3) The market value of the share-based awards that have not vested is equal to the number of common shares multiplied by the closing price of the common shares on the TSX as at December 31, 2008 (i.e. $6.65).

8.4.2 Incentive Plan Awards – Value Vested or Earned During the Financial Year

The following table sets forth, for each Named Executive Officer, the value of all awards on the vesting date and the value of the bonus payout during fiscal 2008.

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation - Value earned during the year ($)
Marcel Dutil	n/a	n/a	378,840
Charles Pinel	n/a	n/a	85,066
Marc Dutil	n/a	n/a	289,298
Mario Bernard	n/a	n/a	258,992
Sam Blatchford	n/a	n/a	224,000

8.5. Pension Plan Benefits

8.5.1 Defined Benefit Plan Table

The following table sets forth the value of the pension benefits flowing from all the pension plans offered by the Company to each Named Executive Officer at the end of fiscal 2008.

Name	Number of years of credited service	Annual benefits payable ($)		Accrued obligation at start of year[3] ($)	Compensatory change ($)	Non-compensatory change ($)	Accrued obligation at year end[3] ($)
		At year end[1]	At year 65[2]				
Marcel Dutil	45.50	505,900	539,300	5,390,700[4]	112,500	(800,600)	4,702,600
Charles Pinel	3.75	12,100	69,100	44,500	6,300	2,600	53,400
Marc Dutil	18.83	133,800	265,200	558,900	22,800	(207,000)	374,700
Mario Bernard	28.83	172,300	240,000	1,057,700	29,400	(291,400)	795,700
Sam Blatchford	19.42	62,900	136,800	343,100	10,100	(109,000)	244,200

(1) For Messrs. Marcel Dutil, Marc Dutil and Mario Bernard, the annual benefits payable at the end of the financial year were determined by multiplying the annual benefits payable at the presumed retirement age used to calculate the accrued obligation at year end by the ratio of years of credited service at year end to years of credited service at the presumed retirement age.

(2) For Mr. Marcel Dutil, the amount is based on a presumed retirement age of 69.4. As at December 31, 2008, Mr. Dutil was 66.4 years old.

(3) The accrued obligations at the start of the financial year and at the end of the financial year were based on the evaluation methodologies used and assumptions made in the financial statements for 2007 and 2008 respectively as well as on a presumed retirement age of 69.4 for Mr. Marcel Dutil, a presumed retirement age of 62.5 for Messrs. Marc Dutil and Mario Bernard, and the retirement age with no reduction in pension benefits for Messrs. Charles Pinel and Sam Blatchford.

(4) The accrued obligation at the start of the financial year for Mr. Marcel Dutil includes $1,441,700 for the cost incurred as at January 1, 2008, for the modifications made to Mr. Marcel Dutil's supplementary pension agreement. This cost takes into account the resulting gain from changes to the assumptions related to the modifications.

8.5.2 Senior Managers' Pension Plan

The Named Executive Officers participate in a defined benefit pension plan (the "Senior Managers' Pension Plan"). Under the Senior Managers' Pension Plan, the pension benefits payable to a plan member take into account the years of participation in the plan and the average pensionable earnings of the best five (5) consecutive years of compensation. The pensionable earnings for a given calendar year are equal to the sum of the base salary and the bonuses earned, to a maximum of $175,000 per year.

Under the Senior Managers' Pension Plan, plan members are entitled to a life annuity upon retirement, provided they have reached age 55. The annuity is equal to the amount obtained by multiplying the number of years of participation in the plan by the sum of 1.4% of the average MPE and 2% of the portion in excess of the average pensionable earnings in relation to the average MPE. The average MPE refers to average maximum pensionable earnings under the Quebec Pension Plan during the retirement year and the two (2) previous years.

The normal retirement age is 65. The plan member may retire as of age 55 and receive an unreduced life annuity if the sum of his or her age and years of participation in the plan is at least equal to 90. If this sum is less than 90, the pension amount is reduced by 4% for each year that precedes the earlier of the date on which the manager reaches age 65 or the date on which the sum is equal to 90.

The normal pension payment is a life annuity guaranteed for a period of 120 months following retirement.

8.5.3 Supplementary Pension Agreements

The Board of Directors determined that Messrs. Marcel Dutil, Marc Dutil and Mario Bernard play a key role in ensuring continuity and growth of the Company. Accordingly, each of these individuals benefits from a supplementary pension agreement. The Board of Directors believes that these agreements represent elements of compensation and retention that reflect the responsibilities of these persons.

8.5.3.1 Mr. Marcel Dutil

The supplementary pension agreement for Mr. Marcel Dutil, Chairman of the Board and Chief Executive Officer, entitles him to a pension, payable as of January 1, 2012, and equal to 70% of the average pensionable earnings of his best five (5) consecutive years of compensation. The pensionable earnings for a given calendar year are equal to the sum of the base salary and the bonuses earned, to a maximum of $860,000 per year. Should Mr. Dutil retire prior to January 1, 2012, his pension will be reduced by 6% for every year that precedes January 1, 2012.

In fiscal 2008, the Company's Human Resources Committee retained the services of Towers Perrin, a compensation consulting firm, to benchmark Mr. Marcel Dutil's compensation. The report issued by Towers Perrin concluded that Mr. Dutil's total compensation was below the market median. The reference group used by Towers Perrin to benchmark Mr. Dutil's compensation included a certain number of companies that participated in a Towers Perrin survey of senior managers. The reference group included the following 18 companies:

- Algoma Central Corporation
- Bechtel Canada Inc.
- Camoplast Inc.
- Crown Metal Packaging Canada LP
- Finning International Inc.
- Husky Injection Molding Systems Ltd.
- Imperial Tobacco Canada Limited
- Lantic Sugar Ltd.
- Norbord Industries Inc.
- Philips Electronics Limited
- Pratt & Whitney Canada Inc.
- Procter & Gamble Inc.
- Rothmans Inc.
- Simmons Canada Inc.
- SNC-Lavalin Group Inc.
- St. Lawrence Cement Inc.
- Wajax Limited
- The Woodbridge Group

The Company's Board of Directors approved a recommendation made by the Human Resources Committee (i) to increase the cap on Mr. Dutil's compensation for pension calculation purposes from $500,000 to $860,000, and (ii) to modify his supplementary pension agreement so that, in the event of his death, 60% of his pension will be paid to his spouse following the guaranteed period of 120 months.

The following table sets forth the annual benefits payable to Mr. Marcel Dutil, based on his pensionable earnings. The annual benefits payable to Mr. Dutil include the amount of annual benefits payable under the Senior Managers' Pension Plan.

Pensionable earnings ($)	**Pension** ($)
860,000	602,000
700,000	490,000
550,000	385,000

8.5.3.2 Messrs. Marc Dutil and Mario Bernard

The supplementary pension agreements for Messrs. Marc Dutil, President and Chief Operating Officer, and Mario Bernard, President, Canam and Structal-Bridges, stipulate that, at age 60 and provided they are still employees of the Company, they will each receive a pension equal to 60% of the average pensionable earnings of their best five (5) consecutive years of compensation. The pensionable earnings for a given calendar year are equal to the sum of the base salary and the bonuses earned, to a maximum of $450,000 per year for Mr. Marc Dutil and $400,000 for Mr. Mario Bernard.

The following table sets forth the annual benefits payable as of age 60 to Messrs. Marc Dutil and Mario Bernard according to their pensionable earnings. The annual benefits payable to Messrs. Marc Dutil and Mario Bernard include the amount of annual benefits payable under the Senior Managers' Pension Plan.

Pensionable earnings ($)	**Pension** ($)	
	Mr. Marc Dutil	Mr. Mario Bernard
450,000	270,000	n/a
400,000	240,000	240,000
350,000	210,000	210,000

8.6 Director Compensation

8.6.1 Director Compensation Table

The following table sets forth the compensation paid to directors during fiscal 2008.

Name[1]	Year	Fees earned Board ($)	Fees earned Committees ($)	Total Compensation ($)
Élaine Beaudoin	2008	29,000	15,500	44,500
Anne-Marie Dutil Blatchford	2008	30,500	s.o.	30,500
Paul Gobeil[2]	2008	10,666	6,667	17,333
Pierre Lortie	2008	30,500	36,167	66,667
Pierre Marcouiller	2008	29,000	7,833	36,833
Normand Morin	2008	30,500	18,500	49,000
Robert Parizeau	2008	30,500	30,083	60,583
Pierre Thabet	2008	30,500	7,500	38,000
Jean-Marie Toulouse	2008	30,500	23,500	54,000
Jean Turmel	2008	29,000	9,500	38,500

(1) Please refer to Item 7 of this circular for the name of each Board Committee on which a director sits and the Record of Attendance for Board and Board Committee meetings.
(2) Mr. Paul Gobeil did not seek reelection as a director at the Annual General Meeting of Shareholders of the Company held April 30, 2008.

8.6.2 Explanation of Director Compensation

The Corporate Governance Committee annually reviews the compensation of directors who are not employees of the Company, discusses their compensation with the Chairman of the Board and then makes recommendations to the Board, which approves the compensation of directors. Messrs. Marcel Dutil and Marc Dutil, two of the Named Executive Officers, are members of the Board of Directors of the Company, but are not entitled to compensation in this capacity. Mr. Marcel Dutil is not entitled to specific compensation for serving as Chairman of the Board. His total compensation as Chairman of the Board and Chief Executive Officer is set forth in the Summary Compensation Table found under section 8.3 "Summary Compensation Table" of this circular.

Without carrying out a formal analysis, the Corporate Governance Committee compares the compensation of the directors of the Company to that paid by comparable Canadian public companies to their directors. The Committee believes that the compensation paid to the Company's directors is appropriate. The Committee plans to conduct a thorough study of director compensation in 2009 and, if necessary, make recommendations to the Board of Directors for compensation payable in 2010. The annual compensation of directors increased from $21,000 to $23,000 in 2008. In 2009, the director compensation will remain unchanged from 2008.

In fiscal 2008, the Company paid the following amounts as annual compensation for sitting on the Board of Directors or on a Board Committee, chairing a Board Committee and attending a meeting in person or by telephone.

	Annual compensation ($)	Chairing of the Board or of a Board Committee[1] ($)	Meeting attendance fees ($)
Board	23,000	n/a	In person
Audit Committee	5,000	10,000	1,500
Human Resources Committee	3,000	5,000	
Corporate Governance Committee	3,000	5,000	By telephone
Investment-Monitoring Committee	n/a	5,000	750

(1) Compensation for chairing a Board Committee comes in addition to annual compensation for sitting on a Board Committee.

8.7 Termination and Change of Control Benefits

The Company has no contract or other arrangement that provides for payments to a Named Executive Officer in the event of termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in a Named Executive Officer's responsibilities or a change in control of the Company, except for benefits payable under a pension plan (please refer to section 8.5 "Benefits under a Pension Plan" of this circular).

9. Securities Authorized for Issuance Under Equity Compensation Plans

Under the Company's compensation plans, only the Stock Option Plan permits the issuance of equity securities, that is, common shares of the Company. The following table sets forth the information required by the relevant legislation as at December 31, 2008.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights ($) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))[1] (c)
Equity compensation plans approved by shareholders	538,100	7.18	---
Equity compensation plans not approved by shareholders	n/a	n/a	n/a
Total	538,100	7.18	---

[1] In September 2004, the Company decided to stop granting new stock options under the Stock Option Plan.

10. Loans to Directors, Executive Officers and Employees

As at February 25, 2009, the Company had no outstanding loans with any of its directors or senior managers. The following table sets forth the aggregate indebtedness to the Company or to its subsidiaries of all employees of the Company and any of its subsidiaries, such indebtedness (other than routine indebtedness) being unrelated to the purchase of shares. The Company did not grant loans in connection with the purchase of shares of the Company or its subsidiaries.

Aggregate indebtedness ($)		
Purpose	**To the Company or its subsidiaries**	**To another entity**
Share purchases	n/a	n/a
Other	US$71,311	n/a

11. Corporate Governance

The Company's approach to matters relating to corporate governance is designed to ensure that the business and internal affairs of the Company are managed in such a way as to increase shareholder value.

a) Regulation 58-101 Respecting Disclosure of Corporate Governance Practices

Pursuant to Form 58-101F1 of Regulation 58-101 Respecting Disclosure of Corporate Governance Practices, the Company is required to present information on its governance practices. This information is set forth in Schedule "A" to this circular.

b) Information on the Audit Committee

Reference is made to Item 13 "Information on the Audit Committee" of the Company's Annual Information Form for fiscal 2008 with respect to the disclosure of information pertaining to the Audit Committee, as required under Form 52-110F1 of Regulation 52-110 respecting audit committees. A copy of the Annual Information Form is available on the SEDAR web site (www.sedar.com) and on the Company's web site (www.canamgroup.ws), or can be obtained by writing to the Company's Corporate Secretary at 270, chemin Du Tremblay, Boucherville (Québec) J4B 5X9.

12. Interest of Informed Persons in Material Transactions

Sale of Preferred Shares in Finloc Inc.

Reference is made to section 9.1 "Sale of Preferred Shares in Finloc Inc." under Item 9 "Interest of Management and Others in Material Transactions" of the Company's Annual Information Form for fiscal 2008 with respect to the disclosure of information pertaining to the sale by the Company of an interest in Finloc Inc., a company in which Mr. Marcel Dutil directly or indirectly beneficially owns voting shares. A copy of the Annual Information Form is available on the SEDAR web site (www.sedar.com) and on the Company's web site (www.canamgroup.ws), or can be obtained by writing to the Company's Corporate Secretary at 270, chemin Du Tremblay, Boucherville (Québec) J4B 5X9.

13. Appointment and Compensation of Auditors

Unless stated otherwise, the voting rights attached to the shares represented by proxy will be exercised IN FAVOUR of the appointment of PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l., Place de la Cité, Tour Cominar, 2640, boulevard Laurier, bureau 1700, Sainte-Foy (Québec) G1V 5C2, as auditors of the Company until the next Annual General Meeting of Shareholders and at such compensation as may be determined by the Board of Directors of the Company. Item 13 "Information on the Audit Committee" of the Company's Annual Information Form for fiscal 2008 sets forth the fees billed to the Company by PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l. for fiscal 2008.

14. Additional Information

The Company's financial information is found in the Company's audited consolidated financial statements and Management's Discussion and Analysis for fiscal 2008. Copies of these documents and other information about the Company are available on the SEDAR web site (www.sedar.com), or can be obtained by writing to the Company's Corporate Secretary at 270, chemin Du Tremblay, Boucherville (Québec) J4B 5X9. These documents and other information about the Company are also available on the Company's web site (www.canamgroup.ws).

15. Approval by Directors

The Board of Directors of the Company has approved the contents of this circular and has authorized the sending thereof to the shareholders.

St. Georges, Quebec
March 27, 2009

Marcel Dutil, C.M.
Chairman of the Board
and Chief Executive Officer

Schedule "A"
Canam Group Inc.
Regulation 58-101 Respecting
Disclosure of Corporate Governance Practices

The roles of the "nominating committee" and "governance committee" are exercised by the Company's Corporate Governance Committee and the role of the "compensation committee" is exercised by the Human Resources Committee. The "nominating committee", "governance committee" and "compensation committee" have the same meaning as in Regulation 58-101.

CORPORATE GOVERNANCE DISCLOSURE	COMMENTS
1. Board of Directors	
a) Disclose the identity of directors who are independent.	Élaine Beaudoin Pierre Lortie Pierre Marcouiller Normand Morin Robert Parizeau Pierre Thabet Jean-Marie Toulouse and Jean Turmel
b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	Marcel Dutil: Chief Executive Officer of the Company (senior manager) Marc Dutil: President and Chief Operating Officer of the Company (senior manager) Anne-Marie Dutil Blatchford: related to Marcel Dutil and Marc Dutil (member of the immediate family of a senior manager)
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 board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.	The majority of directors are independent.
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.	Item 7 of this circular discloses the name of each reporting issuer for which a nominee for the office of director is a director.

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 during 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.

From time to time, in the course of Board and Board Committee meetings, independent directors hold meetings at which neither non-independent directors nor officers of the Company are in attendance (« in camera »). Such meetings are held immediately following Board and Board Committee meetings.

Item 7 of this circular discloses the number of meetings held by the independent directors during fiscal 2008.

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.

Mr. Marcel Dutil is both Chairman of the Board and Chief Executive Officer. He is a non-independent director.

Mr. Robert Parizeau, an independent director, has been designated by the Board of Directors as lead director.

The lead director exercises the role and responsibilities of the Chairman of the Board in his absence. He presides over the regular meetings of the independent directors. Pursuant to the "Policy and procedures by means of which interested persons may communicate directly with directors", the lead director receives communications from interested persons and follows up on such communications, as required.

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.

Item 7 of this circular discloses the attendance record of each director for all Board and Board Committee meetings held during fiscal 2008.

2. Board Mandate

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.

The mandate of the Board of Directors is attached as Schedule "A.1" to this circular.

3. Position Descriptions

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.

The Board of Directors has developed written job descriptions for the Chairman of the Board and each Committee Chair.

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.

The Board of Directors and the Chief Executive Officer have developed a written job description for the Chief Executive Officer.

4. Orientation and Continuing Education

a) Briefly describe what measures the board takes to orient new directors regarding:

i. the role of the board, its committees and its directors, and

The Corporate Governance Committee, a committee composed of independent directors, must be satisfied that all new directors receive thorough training to help them gain a better understanding of the role of the Board of Directors and Board Committees and the contribution expected of them, including the time and energy the Company expects them to devote to the performance of their duties, and to help them gain a better understanding of the nature and operation of the Company.

Each new director receives a director's manual. Among other things, the manual describes the mandate of the Board of Directors as well as the mandate of each Board Committee. Each new director meets with the Chairman of the Board and Chief Executive Officer and the independent lead director, who convey their expectations of him or her as a member of the Board.

ii. the nature and operation of the issuer's business.

Each new director meets with the Chairman of the Board and Chief Executive Officer, the senior managers designated by the Chairman of the Board and Chief Executive Officer and the Chairs of the Corporate Governance, Human Resources and Audit Committees. Each new director also receives documentation on the Company, including a director's manual, in order to familiarize him or her with the Company's activities and policies and the industry in which it operates. Each new director is invited to visit one or more of the Company's plants.

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.

The Corporate Governance Committee must be satisfied that the directors of the Company are offered continuing education opportunities in order to help them maintain or improve their skills and abilities as directors and update their knowledge and understanding of the Company. The directors are regularly informed by management of any changes to the corporate governance rules and by the external auditors of any changes to the accounting principles.

The Corporate Governance Committee annually verifies and confirms the independence of the directors and the financial literacy of the Audit Committee members.

The Corporate Governance Committee monitors the corporate governance rules and reports to the Board of Directors on the evolution and implementation of these rules within the Company.

5. Ethical Business Conduct

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:

The Board of Directors has adopted a written code for the directors, officers and employees of the Company. This code is the "Code of Ethics".

i. disclose how a person or company may obtain a copy of the code;

The Code of Ethics is available on the Company's web site (www.canamgroup.ws) under "Our Company"/"Our Policies".

The Code of Ethics is also found on the SEDAR web site (www.sedar.com) along with other documents filed by the Company.

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

The Corporate Governance Committee reviews the terms of the Code of Ethics, monitors compliance with the Code and, when it deems appropriate, authorizes derogations from the Code.

Once a year, each director, officer and non-unionized employee confirms in writing that he or she undertakes to comply with the Code of Ethics.

iii. provide a cross-reference to any material change report filed during 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.

There has been no material change report filed during fiscal 2008 pertaining to any conduct of a director or executive officer that constitutes a violation of the Code of Ethics.

b) Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

The Audit Committee, a committee of the Board composed of independent directors, is responsible for reviewing the financial and accounting aspects of transactions between the Company and the companies related to its principal shareholder, Mr. Marcel Dutil. These transactions are reviewed on a regular basis. At the time of their review, the Company's Chief Financial Officer delivers a certificate to the Audit Committee confirming that the transactions were made at market price, as though they had been negotiated at arm's length, and that they are in the interest of the Company and its subsidiaries.

The Corporate Governance Committee must be satisfied that the transactions between the Company and the companies related to the Company's principal shareholder comply with the corporate governance rules.

In 2004, the Board of Directors created the Investment-Monitoring Committee, which is composed of independent directors. The mandate of this committee is to review the Company's investments in related companies, in particular the Company's preferred share investment in Finloc Inc., a company controlled by Mr. Marcel Dutil, to make recommendations to the Board in connection with the Company's investments and, as long as the Company held preferred shares in Finloc Inc., to ensure an orderly opting out of its investment in Finloc Inc. This committee is not a standing committee.

Section 9.1 of Item 9 of the Company's Annual Information Form for fiscal 2008 describes the sale of its investment in Finloc Inc. Following the sale of this investment, the Board of Directors will not recommend that the mandate of the Investment-Monitoring Committee be extended beyond April 29, 2009, the date on which the Annual General Meeting of Shareholders will be held. A copy of the Annual Information Form is available on the SEDAR web site (www.sedar.com) and on the Company's web site (www.canamgroup.ws), or can be obtained by writing to the Corporate Secretary at 270, chemin Du Tremblay, Boucherville (Québec) J4B 5X9.

All directors are required to disclose to the Board of Directors or the Board Committees on which they sit, their interest in any transaction when it comes before a Board or Board Committee meeting. In such cases, directors must abstain from voting on the transaction and if deemed appropriate, withdraw from the meeting.

c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.

At least once a year, management presents the budget and the strategic direction of each of the Company's business units to the Board of Directors. Directors are encouraged to ask questions and make recommendations on the Company's business conduct.

In order to foster a climate of openness and honesty in which any problem, concern or complaint pertaining to corporate fraud, accounting, accounting controls or auditing matters affecting the Company can be reported in good faith, without fear of any retaliation whatsoever, the Board of Directors adopted a policy to facilitate the submission of complaints pertaining to accounting, internal accounting controls, auditing and other matters. The "Policy and procedures for the submission of complaints pertaining to accounting, internal accounting controls, auditing and other matters" allows for an employee, a third party or a supplier to report, in confidence to the Audit Committee Chair or Corporate Secretary of the Company, a problem or serious concern in connection with accounting or auditing practices that may occur within the Company. The policy is available on the Company's web site (www.canamgroup.ws), or can be obtained by writing to the Company's Corporate Secretary at 270, chemin Du Tremblay, Boucherville (Québec) J4B 5X9.

6. Nomination of Directors

a) Describe the process by which the board identifies new candidates for board nomination.

The Corporate Governance Committee annually reviews and recommends a list of prospective candidates for Board and Board Committee nomination. In doing so, it takes into consideration the skills necessary to understand the policies of the Company.

The Corporate Governance Committee ensures that the Board is composed of a majority of independent directors.

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.

The Corporate Governance Committee exercises the role of a nominating committee. The Corporate Governance Committee is composed entirely of independent directors.

c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.

The mandate of the Corporate Governance Committee is attached as Schedule "A.2" to this circular.

7. Compensation

a) Describe the process by which the board determines the compensation for the issuer's directors and officers.

Item 8 of this circular explains the compensation earned by the Company's directors and senior managers, including the procedure by which their compensation is set.

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.

The Human Resources Committee exercises the role of a compensation committee. The Human Resources Committee is composed entirely of independent directors.

c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.

The mandate of the Human Resources Committee is attached as Schedule "A.3" to this circular.

d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

During fiscal 2008, the Company's Human Resources Committee retained the services of Towers Perrin, a compensation consulting firm, to benchmark the compensation of the Company's Chairman of the Board and Chief Executive Officer. (Please refer to section 8.5.3.1 of this circular for the findings and the steps taken in the afternath of the report issued by Towers Perrin.) Towers Perrin was not retained to carry out any other task on behalf of the Company during fiscal 2008.

8. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board of Directors has no other standing committee.

9. Assessments

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.

It is the responsibility of the Corporate Governance Committee to regularly evaluate the overall efficiency of the Board of Directors and Board Committees. This evaluation is carried out formally once a year. Each director fills out an evaluation questionnaire on the efficiency of the Board and Board Committees. The Committee's findings are reported to the Board. The Chair of the Corporate Governance Committee discusses the performance of each director with the Chairman of the Board.

Schedule "A.1"
Canam Group Inc.
Mandate of the Board of Directors

Within the scope of its management function, the Board of Directors oversees the management of the Company's business and internal affairs. Responsibility for managing routine business rests with the members of the Company's senior management. Responsibility for any task that was not entrusted to senior management or to a committee of the Board rests with the Board of Directors.

The Board of Directors is composed for the most part of independent directors within the meaning of *Regulation 52-110 respecting audit committees*.

In addition to its statutory responsibilities, the Board of Directors:

1. Reviews and approves the mission and general objectives of the Company.
2. Identifies, together with management, the principal risks associated with the business of the Company, and ensures the implementation of the appropriate systems to manage those risks.
3. Must be satisfied that a strategic planning process is in place and that it takes the identification of opportunities and risks for the Company into consideration, and approves the Company's strategic plan on an annual basis.
4. Monitors and evaluates the achievement of approved objectives and strategies.
5. Must be satisfied that an effective communications policy is in place and that it is maintained.
6. Must be satisfied that measures are in place to receive shareholders' views and that means are at their disposal to enable them to communicate with the Board of Directors.
7. Ensures adequate succession planning with respect to senior management, including the designation, training and supervision of prospective senior managers.
8. Oversees the internal controls and continuous disclosure systems to ensure their efficiency.
9. Reviews and approves the Company's financial statements, MD&A, earnings press releases, prospectuses, Annual Information Form and Proxy Circular, including the disclosure of compliance by the Company with the corporate governance rules.
10. Reviews and approves the Company's dividend policy.
11. Develops the Company's vision of corporate governance by adopting relevant policies and codes, and ensures that the Company complies with the corporate governance rules and fulfills its statutory obligations.
12. Appoints the members of the corporate governance, human resources and audit committees, and defines the responsibilities of these different committees.
13. Reviews the composition of the Board of Directors to ensure that it is composed of a sufficient number of independent directors.
14. Reviews the size of the Board of Directors to determine the extent to which the number of directors influences the Board's efficiency.
15. Approves the corporate objectives which the Chief Executive Officer has a responsibility to achieve.
16. Ensures, to the extent that it can, that the Chief Executive Officer and the other members of the management team conduct themselves with integrity and foster an ethical climate throughout the organization.
17. Must be satisfied that appropriate structures and methods are in place to ensure the autonomy of the Board of Directors.
18. Defines the Board's expectations of directors as well as the responsibilities of directors, including their basic obligations and responsibilities with respect to their presence at Board meetings and their prior examination of documents to be discussed at meetings.

Subject to the Company's By-Laws and statutory obligations, the Board of Directors may delegate its responsibilities to one or more committees of the Board of Directors.

Schedule "A.2"
Canam Group Inc.
Mandate of the Corporate Governance Committee

The Corporate Governance Committee is responsible for developing and overseeing the Company's approach to corporate governance.

The committee is composed of at least three independent directors within the meaning of *Regulation 52-110 respecting audit committees*. The quorum necessary to constitute a meeting of the committee is set at two directors. The committee chairman reports on the decisions and recommendations of the committee to the Board of Directors.

More specifically, the committee holds the following powers and responsibilities:

1. If the Company's Chairman of the Board also serves as its Chief Executive Officer, the chairman of the committee will act as lead director.
2. Assesses, periodically but not less than once every two years, the efficiency of the Board of Directors as a whole and of the committees of the Board and the effectiveness of the contribution made by the different directors, and develops and implements a procedure to this end.
3. Writes position descriptions for the Chairman of the Board and the chairman of each committee of the Board.
4. Reviews and recommends to the Board of Directors the compensation of directors, taking into account the responsibilities and risks associated with the position of director.
5. Ensures that all new directors receive an orientation session that provides them with a clear understanding of the role of the Board of Directors and of its different committees as well as the contribution that each director is expected to make, including the Company's expectations in terms of the time and energy that directors are expected to devote to their tasks, and also a clear understanding of the nature of the Company and the way it operates.
6. Offers all its directors the possibility of receiving continuing education to allow them to maintain or improve their skill and knowledge to serve as directors, increase their understanding of the Company and stay informed.
7. Verifies and confirms the independence and the financial literacy of the members of the audit committee on an annual basis.
8. Annually reviews the list of candidates who could potentially sit on the Board of Directors and its different committees, and makes recommendations in this regard.
9. Oversees the process of annual disclosure with respect to corporate governance, as prescribed by the relevant legislation and the stock exchanges on which the Company's securities are listed.
10. Evaluates and, where circumstances warrant, approves any request submitted by independent or outside directors to retain the services of expert advisors at the Company's expense, and delegates this responsibility to the chairman of the committee in emergency cases.
11. Performs any other task the Board of Directors may ask of it from time to time, and prepares any report and carries out any study on the subject of corporate governance for the Company.
12. Reviews transactions between related parties in terms of their compliance with the corporate governance rules.
13. Reviews the provisions of the Company's Code of Ethics (the "Code"), ensures compliance with the Code and authorizes relief from the provisions of the Code when it deems appropriate to do so.

Schedule "A.3"
Canam Group Inc.
Mandate of the Human Resources Committee

The mandate of the Human Resources Committee is to review human resources management policies and directions and to make recommendations pertaining to these policies and directions to the Board of Directors. The committee is composed of at least three independent directors within the meaning of Regulation 52-110 respecting audit committees. The quorum necessary to constitute a meeting of the committee is set at two directors. The committee chairman reports on the decisions and recommendations of the committee to the Board of Directors.

More specifically, the committee holds the following powers and responsibilities:

1. **Corporate Policies**

   Reviews the human resources corporate policies that affect all employees of the Company and, where necessary, makes recommendations pertaining to these policies to the Board of Directors.

2. **Organizational Structure**

   Reviews the recommendations made by the Chief Executive Officer regarding the Company's organizational structure, and makes recommendations to the Board of Directors in this regard.

3. **Position Descriptions of the Chief Executive Officer and the President and Chief Operating Officer**

   Writes the position description of the Chief Executive Officer and, together with the Chief Executive Officer, writes the position description of the President and Chief Operating Officer.

4. **Succession Plan**

   4.1 Reviews and approves the recommendations of the Chief Executive Officer aimed at ensuring, developing and maintaining a competent management team.

   4.2 Reviews and approves recommendations for changes at the senior management level.

5. **Compensation of Executive Officers**

   5.1 Examines and approves the elements of the Chief Executive Officer's total compensation, including his salary, any incentive plans, his employee benefits and other employment conditions specific to him.

   5.2 Subject to section 5.1 and on the Chief Executive Officer's recommendation, examines and approves the elements of the other executive officers' total compensation, including salaries, any incentive plans, employee benefits and any other employment conditions.

   5.3 Examines and approves the statement of executive compensation set forth in the Management Proxy Circular for the Annual General Shareholders' Meeting of the Company.

   5.4 Writes the Company's objectives with respect to the Chief Executive Officer's compensation for approval by the Board, and evaluates the Chief Executive Officer's performance in the light of these objectives.

   5.5 Receives the objectives of the President and Chief Operating Officer from the Chief Executive Officer.

   5.6 Reviews the total payroll and the distribution of employees across the Company and its subsidiaries.

6. **Retirement Plans**

   6.1 Reviews any of the Company's new retirement plans as well as any changes or modifications to existing plans, and recommends their adoption to the Board of Directors.

   6.2 Examines the termination of any of the Company's retirement plans, and makes recommendations to the Board of Directors in this regard.

   6.3 Designates a member of the Board of Directors to sit on the retirement committee overseeing the retirement plan for the Company's senior management.

   6.4 Reviews the Company's retirement plan assets, the objectives of each plan manager, the performance of each plan and compliance with the investment policy.

   6.5 Receives the financial statements of each of the Company's retirement plans.

   6.6 Ensures that the investment policy for each of the Company's retirement plans complies with the relevant legislation.

7. **Occupational Health and Safety**

   7.1 Ensures that management establishes and adequately manages an effective occupational health and safety management plan.

   7.2 Reviews the costs and other relevant information related to the management of occupational health and safety programs for the organization as a whole.

The Human Resources Committee has the power to hire, at the Company's expense, any external consultant it deems necessary for the performance of the duties of that committee.

Printed in Canada 03/2009