

**PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION PRIOR TO 5:00 P.M. (TORONTO TIME) ON DECEMBER 11, 2024.**

*This rights offering circular (this “Circular”) has been prepared by management. No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Circular. Any representation to the contrary is an offence.*

*This is the Circular we referred to in the October 31, 2024 rights offering notice (the “Notice”), which you should have already received. Your Rights DRS advice and relevant forms were enclosed with the Notice. This Circular should be read in conjunction with the Notice and our continuous disclosure prior to making an investment decision.*

*The offer of these securities is made in all provinces and territories of Canada (the “Eligible Jurisdictions”). The offering is not being made in jurisdictions where the Company is not eligible to make such offer.*

*The Rights and the underlying common shares (“GreenFirst Shares”) of GreenFirst Forest Products Inc. (the “Company” or “GreenFirst”) have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any U.S. state securities laws. This Circular does not constitute an offer to sell or a solicitation of an offer to buy any of the securities within the United States, and the securities may not be offered or sold in the United States, or to or for the account or benefit of any person in the United States or any U.S. person, unless registered under the U.S. Securities Act and applicable U.S. state securities laws, or pursuant to an exemption from such registration requirements as described herein. “United States” and “U.S. person” are as defined in Regulation S under the U.S. Securities Act.*

**Rights Offering Circular**

**October 31, 2024**

**GREENFIRST FOREST PRODUCTS INC.**

**OFFERING OF RIGHTS TO SUBSCRIBE FOR UP TO 17,722,410 GREENFIRST SHARES AT A PRICE OF \$5.47 PER GREENFIRST SHARE**

References in this Circular to “we”, “our”, “us” and similar terms are to GreenFirst Forest Products Inc. (“GreenFirst” or the “Company”). References in this Circular to “you”, “your” and similar terms are to holders of GreenFirst Shares. Unless otherwise indicated, references herein to “\$” or “dollars” are to Canadian dollars.

**SUMMARY OF THE RIGHTS OFFERING**

<b>Why are you reading this Circular?</b>	We are issuing to the holders of our outstanding shareholders who are resident in an Eligible Jurisdiction, rights to subscribe for GreenFirst Shares on the terms described in this Circular. The purpose of this Circular is to provide you with detailed information about your rights and obligations in respect of the rights offering (the “Rights Offering”). This Circular should be read in conjunction with the Notice.
<b>What is being offered?</b>	Each holder of GreenFirst Shares of record at close of business on November 7, 2024 (the “Record Date”) who is resident in an Eligible Jurisdiction will be offered one (1) transferable right (a “Right”) for each one existing GreenFirst Share currently held. No fractional Rights will be

	issued and, since no fractional Rights will be issued and each Right exercised is entitled to one (1) new GreenFirst Share, no fractional GreenFirst Shares will be issued.
<b>Who is eligible to receive Rights?</b>	<p>The Rights are being offered only to shareholders resident in Eligible Jurisdictions (“<b>Eligible Holders</b>”). Shareholders will be presumed to be resident in the place shown on their registered address, unless the contrary is shown to our satisfaction. Neither the Notice nor this Circular is to be construed as an offering of the Rights, nor are the GreenFirst Shares issuable upon exercise of the Rights offered for sale, in any jurisdiction outside of Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions (“<b>Ineligible Holders</b>”).</p> <p>Ineligible Holders will not receive a Rights DRS Advice or Subscription Form (as hereinafter defined), but will be sent a copy of the Notice for informational purposes only. See “<i>How to exercise the Rights? Who is eligible to receive Rights?</i>”</p>
<b>What does one Right entitle you to receive?</b>	<p>Each one (1) Right entitles you to subscribe for one (1) GreenFirst Share at a subscription price of \$5.47 per GreenFirst Share (the “<b>Basic Subscription Privilege</b>”) until 5:00 p.m. (Eastern Time) on December 11, 2024.</p> <p>If you exercise your Basic Subscription Privilege in full, you will also be entitled to subscribe <i>pro rata</i> for GreenFirst Shares (the “<b>Additional GreenFirst Shares</b>”) not otherwise purchased, if any, pursuant to the Basic Subscription Privilege (the “<b>Additional Subscription Privilege</b>”).</p>
<b>What is the subscription price?</b>	\$5.47 per GreenFirst Share (the “ <b>Subscription Price</b> ”).
<b>When does the Offer expire?</b>	5:00 p.m. (Eastern Time) on December 11, 2024 (the “ <b>Expiry Date</b> ”). Rights not validly exercised and received by the Rights Agent before the Expiry Time will be void and have no value and will no longer be exercisable for any GreenFirst Shares.
<b>What are the significant attributes of the Rights issued under the Rights Offering and the securities to be issued upon the exercise of the Rights?</b>	<p>Each one (1) Right entitles you to subscribe for one (1) GreenFirst Share at the Subscription Price. The Rights are transferable. See “How does a Rights holder sell or transfer Rights?” A Right does not entitle the holder thereof to any rights whatsoever as a securityholder of GreenFirst other than the right to subscribe for and purchase GreenFirst Shares on the terms and conditions described herein.</p> <p>We are authorized to issue an unlimited number of common shares of which 17,722,410 are issued and outstanding as of the date hereof. Holders of GreenFirst Shares issuable on the exercise of the rights will be entitled to: (i) dividends if, as and when declared by our directors; (ii) one vote per share at meetings of our shareholders; and (iii) upon liquidation to receive such assets of GreenFirst as are distributable to the holders of the GreenFirst Shares.</p>

<p><b>What are the minimum and maximum number or amount of GreenFirst Shares that may be issued under the Rights Offering?</b></p>	<p>A maximum of 17,722,410 GreenFirst Shares (the “<b>Offering</b>”) will be issued under the Rights Offering.</p> <p>Up to \$20,000,000 of the Rights Offering (the “<b>Standby Maximum</b>”) has been committed by the Standby Purchasers (as defined below) assuming the fulfilment of all closing conditions to the Standby Purchase Agreement (as defined below). See “<i>Standby Commitment</i>” for a description of the Standby Commitment (as defined below).</p> <p>Assuming the Standby Commitment is completed in full to the Standby Maximum in accordance with its terms and conditions, the Company will issue a minimum of 3,656,307 GreenFirst Shares in connection with the Rights Offering and pursuant to the terms of the Standby Purchase Agreement for aggregate gross proceeds of \$20,000,000.</p>
<p><b>Where will the Rights and the securities issuable upon the exercise of the Rights be listed for trading?</b></p>	<p>The Rights will be listed on the Toronto Stock Exchange (the “<b>TSX</b>”) under the trading symbol “GFP.RT” and will be posted for trading commencing on the Record Date until 12:00 p.m. Toronto time on the Expiry Date. The GreenFirst Shares are listed for trading on the TSX under the symbol “GFP” and will commence trading “Ex-Rights” on November 7, 2024. <b>The TSX has approved the listing of the GreenFirst Shares issuable on exercise of the Rights and the Standby Shares (as defined herein).</b></p>

### FORWARD-LOOKING STATEMENTS

This Circular contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that we believe, expect or anticipate will or may occur in the future are forward- looking statements. These forward-looking statements reflect our current expectations or beliefs based on information currently available to us. Forward-looking statements in this Circular include, without limitation, statements with respect to: our expectations regarding the estimated costs of the Rights Offering and the net proceeds to be available upon completion; the use of proceeds from the Rights Offering and the availability of funds from sources other than the Rights Offering; and our ability to continue as a going concern.

Forward-looking statements are subject to a number of risks and uncertainties that may cause our actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, us. Factors that could cause actual results or events to differ materially from current expectations include, among other things, uncertainties relating to the availability and cost of funds; closing the Rights Offering; delays in obtaining or failure to obtain required approvals to complete the Rights Offering; the uncertainty associated with estimating costs to complete the Rights Offering, including those yet to be incurred; and other risks related to our business and the Rights Offering.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, we disclaim any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although we believe that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements

are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.

### **NOTICE TO SHAREHOLDERS IN THE UNITED STATES**

**THIS RIGHTS OFFERING AND GREENFIRST SHARES, HAVE NEITHER BEEN APPROVED NOR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) OR THE SECURITIES REGULATORY AUTHORITIES OF ANY STATE OF THE UNITED STATES; NOR HAS THE SEC OR THE SECURITIES REGULATORY AUTHORITIES OF ANY STATE OF THE UNITED STATES PASSED UPON THE FAIRNESS OR MERITS OF THIS RIGHTS OFFERING OR UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THIS CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.**

The Rights and the GreenFirst Shares have not been and will not be registered under the U.S. Securities Act, or any U.S. state securities laws. Shareholders that have an address in the United States, are U.S. residents, or are in the United States at the time of the receipt or exercise of the Rights, cannot participate in the Rights Offering unless such shareholder can provide evidence satisfactory to the Company that such shareholder is an “accredited investor” within the meaning of Rule 501(a) of Regulation D promulgated under the U.S. Securities Act (“**Regulation D**”) in a manner which satisfies the requirements of Rule 506(c) of Regulation D.

This Circular has been prepared in accordance with the disclosure requirements of applicable Canadian securities laws. Prospective investors should be aware that those requirements are different from those of the United States. Financial statements of the Company have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and are subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.

Prospective investors should be aware that the acquisition or disposition of the securities described in this Circular may have tax consequences in Canada, the United States, or elsewhere. Such consequences for investors who are resident in, or citizens of, the United States may not be described fully herein. Prospective investors should consult their own tax advisors with respect to such tax considerations.

The enforcement by investors of civil liabilities under United States federal securities laws may be adversely affected by the fact that the Company is governed by the laws of the Province of Ontario, Canada, that some or all of its officers and directors may be residents of a country other than the United States, that some or all of the experts named in the Circular may be located outside of the United States, and that all or a substantial portion of the assets of said persons may be located outside the United States.

### **USE OF AVAILABLE FUNDS**

#### **What will our available funds be upon the closing of the Rights Offering?**

Pursuant to the Rights Offering, the Company will raise gross proceeds of up to \$96,941,583.

If the Rights Offering is fully subscribed, the Company estimates that it will have the following funds available after giving effect to the Rights Offering.

		<b>Assuming Standby Commitment Only</b>	<b>Assuming 15% of Rights Offering + Standby Commitment</b>	<b>Assuming 50% of Rights Offering + Standby Commitment</b>	<b>Assuming 75% of Rights Offering + Standby Commitment</b>	<b>Assuming 100% of Rights Offering</b>
A	Amount to be raised by the Rights Offering <sup>(1)</sup>	\$20,000,000	\$34,541,237	\$68,470,791	\$92,706,187	\$96,941,583
B	Selling commissions and fees <sup>(2)</sup>	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000
C	Estimated offering costs (e.g., legal, Rights Agent, accounting)	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000
D	Available funds: D = A - (B + C)	\$18,500,000	\$33,041,237	\$66,970,791	\$91,206,187	\$95,441,583
E	Additional sources of funding available	Nil	Nil	Nil	Nil	Nil
F	Estimated Working capital as of September 30, 2024 <sup>(3)</sup>	\$53,481,000	\$53,481,000	\$53,481,000	\$53,481,000	\$53,481,000
<b>G</b>	<b>Total: G = (D+E) + F</b>	<b>\$71,981,000</b>	<b>\$86,522,237</b>	<b>\$120,451,791</b>	<b>\$144,687,187</b>	<b>\$148,922,583</b>

## Notes:

- (1) Assumes the following:
  - a. All Ineligible Holders become Approved Ineligible Holders and exercise their rights;
  - b. all Eligible Holders exercise their rights; and
  - c. the Standby Purchasers provide the full Standby Commitment.
- (2) Standby Commitment Fee equal to 10% of Standby Commitment. 50% of the Standby Commitment Fee will be paid in cash and 50% will be paid by the issuance of the Compensation Shares (as defined below). GreenFirst has not engaged a Managing Dealer or Soliciting Dealer in respect of the offer and therefore does not anticipate any additional selling commissions or fees.
- (3) Without taking into account the Company's ABL facility which comes due in September of 2025. The Company is currently renegotiating the ABL facility and does not anticipate any issues in renewing this facility.

### How will we use the available funds?

We plan to use the net proceeds of the Rights Offering for the purposes set out in the table below.

Description of intended use of available funds	Assuming Standby Commitment Only	Assuming 15% of Rights Offering + Standby Commitment	Assuming 50% of Rights Offering + Standby Commitment	Assuming 75% of Rights Offering + Standby Commitment	Assuming 100% of Rights Offering
Capital Expenditures and Growth	\$8,500,000	\$23,041,237	\$50,000,000	\$50,000,000	\$50,000,000
Working Capital	\$63,481,000	\$63,481,000	\$63,481,000	\$63,481,000	\$63,481,000
Unallocated Funds <sup>(1)</sup>	-	-	\$6,970,791	\$31,206,187	\$35,441,583
<b>Total: Equal to G in the available funds table</b>	<b>\$71,981,000</b>	<b>\$86,522,237</b>	<b>\$120,451,791</b>	<b>\$144,687,187</b>	<b>\$148,922,583</b>

Note:

- (1) The Company wishes to have flexibility to take advantage of opportunities that present themselves in the future, provided 50% of the Rights and the Full Standby Commitment are subscribed for.

As set out in the table above, the Company intends to use proceeds from the Rights Offering for capital expenditures to improve capacity at existing mills, future growth opportunities and general working capital purposes. We intend to spend the available funds as stated, but may reallocate funds only for sound business reasons.

### How long will the available funds last?

The Company anticipates that the available funds will be sufficient to cover its working capital requirements for at least 12 months if the Standby Commitment is completed. The Company will incur capital expenditures based on the total amount raised pursuant to the Rights Offering and currently has no binding commitments.

The Company's ability to continue as a going concern is dependent on its ability to realize positive cash flows from operations and/or obtain necessary financing and/or receive cash from the sale of non-core assets. The ability to generate positive cash flow from operations is dependent on market prices for lumber and/or increases in productivity resulting in higher volumes produced and lower costs. Market prices for lumber remain volatile. As certain factors related to generating positive cash flow from operations and/or obtaining necessary financing and/or receiving cash from the sale of non-core assets are not under the Company's control, there are material uncertainties related to these events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The Company is evaluating strategies and/or taking actions which include but are not limited to implementing various productivity improvement plans, obtaining additional funding under the Company's current credit facility, the sale of non-core assets and other sources of financing.

## INSIDER PARTICIPATION

### Will insiders be participating?

The Company believes that some of its directors and senior officers who own GreenFirst Shares intend to exercise a portion of their Rights to purchase GreenFirst Shares under their Basic Subscription Privilege, and may exercise additional Rights, to the extent they are available.

This reflects the intentions of such “insiders” (as defined in applicable Canadian securities legislation) as of the date hereof to the extent such intentions are reasonably known to the Company; however, such insiders may alter their intentions before the Expiry Time on the Rights Expiry Date. No assurance can be given that the respective insiders will exercise their Rights to acquire GreenFirst Shares. In addition to the insiders described under the heading below, as at the date hereof, directors and officers of the Company, own or exercise control or direction over, directly or indirectly, 1,376,613 GreenFirst Shares, representing approximately 7.77% of the issued and outstanding GreenFirst Shares. In the event that these shareholders purchase 1,376,613 GreenFirst Shares pursuant to the Basic Subscription Privilege, these shareholders would own an aggregate of 2,753,226 GreenFirst Shares.

### Who are the holders of 10% or more of our securities before and after the Rights Offering?

To the knowledge of the Company, after reasonable inquiry, no person or company beneficially owns or is expected to own, directly or indirectly, or exercises or is expected to exercise control or direction over, more than 10% of the issued and outstanding GreenFirst Shares before or after the Rights Offering, as applicable, except as follows:

Shareholder	Number of Common Shares Before the Rights Offering <sup>(2)</sup>	Holdings After the Rights Offering
Senvest Management LLC (“ <b>Senvest</b> ”) <sup>(1)</sup>	4,184,666 (23.61%)	TBD <sup>(4)</sup> (no more than 24%)
Fundamental Global Inc. (“ <b>FGI</b> ”) & Fundamental Global Investors, LLC (“ <b>Fundamental</b> ”) <sup>(1)(2)</sup>	2,947,850 (16.63%)	TBD <sup>(4)</sup> (no more than 24%)
Interfor Corporation (“ <b>Interfor</b> ”) <sup>(1)</sup>	2,868,443 (16.19%)	TBD <sup>(4)</sup> (no more than 24%)
Ravenswood Investments III, L.P. (“ <b>RI3</b> ”) and The Ravenswood Investment Company L.P. (“ <b>RIC</b> ”, and together with RI3, the “ <b>Standby Purchasers</b> ”)	1,820 (<1%)	3,819,581 <sup>(5)</sup> 17.73%

Notes:

- 1) Based on figures provided by Senvest, Fundamental, FGI and Interfor through their sedi filings and/or early warning reports and following the consolidation of the Company’s outstanding common shares on October 15, 2024.
- 2) FGI (a public company listed on the Nasdaq) directly or indirectly beneficially owns or exercises control or direction over 1,531,350 GreenFirst Shares through its wholly owned subsidiary Strong/MDI Inc. Fundamental directly or indirectly beneficially owns or exercises control or direction over 1,416,500 GreenFirst Shares. Fundamental, together with its affiliates, currently holds approximately 31.8% of the currently issued and outstanding FGI shares. The Chair and CEO of FGI is the CEO of Fundamental and Fundamental has the shared power to direct the voting and disposition of the shares held by its funds. One director of GreenFirst is also a director of FGI and one director of GreenFirst is an executive officer of FGI.
- 3) As of the date hereof there are 17,722,410 GreenFirst Shares outstanding.

- 4) Pursuant to GreenFirst's amended and restated Shareholder Rights Plan dated April 5, 2023 as amended on May 4, 2023, no shareholder may exercise rights pursuant to the Rights Offering that would result in such shareholder holding more than 24% of the outstanding GreenFirst Shares following the Rights Offering. Therefore the number of Rights that may be exercised and the number of GreenFirst Shares held following the Rights Offering depends not only on the decision of the insider to exercise their Rights but also how many other Rights are exercised.
- 5) Assumes that no Rights are exercised and the Standby Purchasers receive the Compensation Shares (as defined below). It is expected that the Standby Purchasers will own, directly or indirectly, or are expected to exercise control or direction over, more than 10% of the issued and outstanding GreenFirst Shares after the Rights Offering.

## DILUTION

### **If you do not exercise your Rights, by how much will your security holdings be diluted?**

If you wish to retain your current percentage ownership of the GreenFirst Shares, you should exercise your Rights and pay the Subscription Price for the GreenFirst Shares to which you are entitled under the Basic Subscription Privilege. If you fail to do so, your percentage ownership of GreenFirst Shares will be diluted by approximately 50%.

As an illustration, if you own 500,000 GreenFirst Shares on the Record Date, fail to exercise your right to purchase 500,000 GreenFirst Shares under the Offering, and all other Shareholders fully exercise their Basic Subscription Privilege and Additional Subscription Privilege (i.e., the Company issues 17,722,410 GreenFirst Shares), your percentage ownership of the issued and outstanding GreenFirst Shares will change from approximately 2.82% to approximately 1.29%.

## STANDBY COMMITMENT

### **Who is the stand-by purchaser and what are the fees?**

On October 31, 2024, the Company and the Standby Purchasers have entered into a standby purchase agreement (the "**Standby Purchase Agreement**"), pursuant to which Standby Purchasers have agreed, subject to certain terms, conditions and limitations, that the Standby Purchasers will provide a standby commitment for the Rights Offering (the "**Standby Commitment**") to purchase up to a maximum of \$20,000,000 (the "**Standby Maximum**") of GreenFirst Shares, being a maximum of 3,656,307 GreenFirst Shares ("**Standby Shares**"). The Standby Shares shall be allocated 60% as to RIC and 40% as to RI3.

The Standby Purchasers have agreed, to the extent that less than all of the Rights are subscribed for, taken up and issued, to purchase from the Company, and the Company hereby agrees to sell to the Standby Purchasers, at the Subscription Price and on the Closing Date, a maximum of 3,656,307 Standby Shares that were not otherwise subscribed for and taken up under the Rights Offering by holders of Rights, such that the gross proceeds to the Company from the purchase of the Rights, will be a minimum of \$20,000,000.

Assuming the Standby Commitment is completed in full to the Standby Maximum in accordance with its terms and conditions, the Company will issue a minimum of 3,656,307 GreenFirst Shares in connection with the Rights Offering and pursuant to the terms of the Standby Purchase Agreement for aggregate gross proceeds of \$20,000,000.

Subject to completion of the Rights Offering and performance by the Standby Purchasers of the Standby Commitment, but irrespective of whether the Standby Purchasers actually required to purchase any Standby Shares, in consideration solely for the Standby Commitment, the Company will pay a fee equal to 10% of the Standby Maximum of which 50% will be paid in cash and 50% will be paid by the issuance of 161,454 GreenFirst Shares (the "**Compensation Shares**"). The Compensation Shares shall be allocated 60% as to RIC and 40% as to RI3.

Neither of the Standby Purchasers are a “related party” of the Company pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

**Have we confirmed that the Standby Purchasers have the financial ability to carry out its standby commitment?**

To the knowledge of the Company, after reasonable inquiry, the Standby Purchasers have the financial ability to carry out the Standby Commitment.

**What are the security holdings of the Standby Purchasers before and after the Rights Offering?**

Shareholder	Holdings before the Rights Offering	Holdings after the Rights Offering
<b>RIC</b>	1,092 ( $<1\%$ )	2,291,749 (10.64)% <sup>(1)</sup>
<b>RI3</b>	728 ( $<1\%$ )	1,527,832 (7.09)% <sup>(1)</sup>

Notes:

(1) Assumes that no Rights are exercised and the Standby Purchasers receive the Compensation Shares

### **MANAGING DEALER, SOLICITING DEALER AND UNDERWRITING CONFLICTS**

No managing or soliciting dealer has been appointed for the Rights Offering, and GreenFirst will not pay any fees to brokers or anyone else for soliciting the exercise of Rights.

### **HOW TO EXERCISE THE RIGHTS**

**How does a security holder that is a registered holder participate in the Rights Offering?**

If you are a registered Eligible Holder of GreenFirst Shares, a direct registration advice issued under the direct registration system (the “**Rights DRS Advice**”) of Computershare Investor Services Inc. (the “**Rights Agent**”) representing the total number of transferable Rights to which you are entitled as of the Record Date and a Rights subscription form (the “**Subscription Form**”) have been mailed to you with a copy of the Notice. To exercise the Rights represented by the Rights DRS Advice, you must complete and deliver the Subscription Form in accordance with the instructions set out below. Rights not exercised at or prior to 5:00 p.m. (Toronto Time) on December 11, 2024 (the “**Expiry Time**”) will be void and of no value. The method of delivery is at the discretion and risk of the holder of the Rights and delivery to the Rights Agent will only be effective when actually received by the Rights Agent at its office. See “*Appointment of Rights Agent – Who is the Rights Agent?*”. Subscription Forms and payments received after the Expiry Time will not be accepted.

In order to exercise your Rights you must:

1. ***Complete and sign Box 1 of the Subscription Form.*** The maximum number of Rights that you may exercise under the Basic Subscription Privilege is shown on the first page of the Rights DRS Advice. If you complete Box 1 of the Subscription Form so as to exercise some but not all of the Rights evidenced by the Rights DRS Advice, you will be deemed to have waived the unexercised balance of such Rights, unless you otherwise specifically advise the Rights Agent at the time the Subscription Form is delivered to the Rights Agent.
2. ***Additional Subscription Privilege.*** Complete and sign Box 2 of the Subscription Form only if you also wish to participate in the Additional Subscription Privilege and you have fully subscribed your Basic Subscription Privilege. See “*How to Exercise the Rights? – What is the Additional Subscription Privilege?*”.
3. ***Enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.*** In order to purchase one (1) GreenFirst Share pursuant to the Offering, you must own one (1) Right and pay a price of \$0.105 per GreenFirst Share. In addition to the amount payable for any GreenFirst Share you wish to purchase under the Basic Subscription Privilege, you must also pay the amount required for any GreenFirst Shares subscribed for under the Additional Subscription Privilege.
4. ***Delivery.*** Deliver or mail the completed Subscription Form and payment in the enclosed return envelope addressed to the Rights Agent so that it is received before the Expiry Time. If you are mailing your documents, registered mail is recommended. Please allow sufficient time to avoid late delivery. The address for the Rights Agent is as follows:

By Registered Mail, Hand or Courier

**COMPUTERSHARE INVESTOR SERVICES INC.**  
100 University Avenue  
8th Floor  
Toronto, Ontario  
M5J 2Y1

By Mail

**COMPUTERSHARE INVESTOR SERVICES INC.**  
31 Adelaide Street East, P.O. Box 7021  
Toronto, Ontario  
M5C 3H2

The signature on the Subscription Form must correspond in every particular with the name that appears on the face of the Subscription Form.

Signatures by a trustee, executor, administrator, guardian, attorney, officer of a company or any person acting in a fiduciary or representative capacity should be accompanied by evidence of authority satisfactory to the Rights Agent. We will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance of any subscription in our sole discretion. Subscriptions are irrevocable. We reserve the right to reject any subscription if it is not in proper form or if the acceptance thereof or the issuance of

GreenFirst Shares pursuant thereto could be unlawful. We also reserve the right to waive any defect in respect of any particular subscription. Neither we nor the Rights Agent is under any duty to give any notice of any defect or irregularity in any subscription, nor will we be liable for the failure to give any such notice.

**How does a security holder that is not a registered holder participate in the Rights Offering?**

You are a beneficial Eligible Holder if you hold your GreenFirst Shares through a securities broker or dealer, bank or trust company or other participant (a “**Participant**”) in the book-based system administered by CDS Clearing and Depository Services Inc. (“**CDS**”). The total number of Rights to which all beneficial Eligible Holders as of the Record Date are entitled will be issued to CDS and will be deposited with CDS following the Record Date. We expect that each beneficial Eligible Holder will receive confirmation of the number of Rights issued to it from the applicable Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

Neither we nor the Rights Agent will have any liability for (i) the records maintained by CDS or Participants relating to the Rights or the book-entry accounts maintained by them, (ii) maintaining, supervising or reviewing any records relating to such Rights, or (iii) any advice or representations made or given by CDS or Participants with respect to the rules and regulations of CDS or any action to be taken by CDS or Participants.

If you are a beneficial Eligible Holder:

1. to exercise your Rights held through a Participant, you must instruct such Participant to exercise all or a specified number of such Rights, and forward to such Participant, the Subscription Price for each GreenFirst Share that you wish to subscribe for; and
2. you may subscribe for Additional GreenFirst Shares pursuant to the Additional Subscription Privilege, if you have fully subscribed your Basic Subscription Privilege, by instructing such Participant to exercise the Additional Subscription Privilege in respect of the number of Additional GreenFirst Shares you wish to subscribe for and forwarding to such Participant the Subscription Price for such Additional GreenFirst Shares requested.

Any excess funds will be returned to the applicable Participant for the account of the beneficial holder, without interest or deduction.

**Who is eligible to receive Rights?**

The Rights Offering is only being made to Eligible Holders. The Rights and GreenFirst Shares issuable upon exercise of the Rights are not being offered, with limited exceptions, to persons who are or appear to be, or who the Company or the Rights Agent have reason to believe are, residents of jurisdictions other than the Eligible Jurisdictions, nor will the Company or Rights Agent accept subscriptions from any Ineligible Holder or from any transferee of Rights who is or appears to be, or who the Company or Rights Agent have reason to believe is, a resident of any jurisdiction or place other than the Eligible Jurisdictions, and would not require the Company to file any documentation, make any application or make any payment of any nature whatsoever. Ineligible Holders will not receive a Rights DRS Advice or Subscription Form (as hereinafter defined), but will be sent a copy of the Notice for informational purposes only.

The United States is not an Eligible Jurisdiction. The Rights, and the GreenFirst Shares, have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws. Consequently, this Rights Offering is not being made in the United States, and under no circumstances is it to be construed as

an offering of any securities for sale to a “U.S. person” (as defined in Regulation S of the U.S. Securities Act, a “**U.S. Person**”) or a person located in the United States, or a solicitation thereto or therein of an offer to buy any securities of the Company. Accordingly, subscriptions for GreenFirst Shares will not be accepted from or on behalf of shareholders whose addresses of record are in the United States or otherwise believed by the Company to be in the United States or U.S. Persons unless in compliance with the procedure below.

***Ineligible Shareholders may not acquire rights or the GreenFirst Shares issuable upon exercise of the rights unless approved by the Company.*** We will not issue or forward Rights Statements to Ineligible Shareholders unless they are Approved Ineligible Shareholders (as defined below). Ineligible Shareholders will be presumed to be resident in the place of their registered address.

Ineligible Shareholders will be sent the Notice, for information purposes only. An Ineligible Shareholder that satisfies the Company, in its sole discretion, that such offering to and subscription by such Ineligible Shareholder or transferee is lawful and in compliance with all applicable securities and other laws where such Ineligible Shareholder or transferee is resident (such Ineligible Shareholder is referred to herein as an “**Approved Ineligible Shareholder**”) may have its Rights Statements issued and forwarded by the Rights Agent upon direction from the Company. Ineligible Shareholders must satisfy the Company as to their eligibility to participate in the Offering on or before 5:00 p.m. (Toronto time) on or before December 1, 2024 or such other date as determined by the Company, to claim the Rights Statement. The Rights Statement, and any GreenFirst Shares that may be issued upon the exercise of the Rights, may be endorsed with restrictive legends according to applicable securities laws.

An Ineligible Shareholder that (1) is either (i) a direct or indirect holder with an address of record in the United States and who is an “accredited investor” that satisfies one or more of the criteria set forth in Rule 501(a) of Regulation D promulgated under the U.S. Securities Act (each, an “**Accredited Investor**”), and who provides evidence to such effect, in a form which satisfies, in the sole discretion of the Company, the requirements of Rule 506(c) of Regulation D, which may require the Ineligible Shareholder to provide to us all or any combination of: (a) an Internal Revenue Service Form that reports such Ineligible Shareholder’s income for the most recent two years; (b) bank statements and other statements of securities holdings, certificates of deposit or tax assessments; (c) a consumer report from a United States nationwide consumer reporting agency; (d) written confirmation from a United States registered broker-dealer, an investment adviser registered with the SEC, a licensed United States attorney or an accountant as to whether such Ineligible Shareholder is an “accredited investor”; (e) any other information we deem necessary to confirm the Ineligible Shareholder’s status as a U.S. Accredited Investor in order to comply with Rule 506(c) of Regulation D; or (ii) outside of the United States; and (2) satisfies us that such offering to and subscription by such Approved Ineligible Shareholder or transferee is lawful and in compliance with all applicable securities and other laws may have its Rights Statement issued and forwarded by the Rights Agent upon direction from the Company.

Holders of Right who are not resident in Canada should be aware that the purchase and sale of Rights or GreenFirst Shares may have tax consequences in the jurisdiction where they reside, which are not described herein. Accordingly, such holders should consult their own tax advisors about the specific tax consequences in the jurisdiction where they reside or acquiring, holding, and disposing of Rights or GreenFirst Shares.

### **What is the Additional Subscription Privilege and how can you exercise this privilege?**

Eligible Holders who have exercised all the Rights evidenced by such holder’s Rights DRS Advice may subscribe for Additional GreenFirst Shares, if available, at the Subscription Price. Additional GreenFirst Shares will be allocated from those GreenFirst Shares, if any, available as a result of Rights that are unexercised by the Expiry Time.

If the aggregate number of Additional GreenFirst Shares subscribed for by those who exercise their Additional Subscription Privilege is less than the number of available Additional GreenFirst Shares, each such holder of rights will be allotted the number of Additional GreenFirst Shares subscribed for under the Additional Subscription Privilege.

If the aggregate number of Additional GreenFirst Shares subscribed for by those who exercise their Additional Subscription Privilege exceeds the number of available Additional GreenFirst Shares, each such holder of Rights will be entitled to receive the number of Additional GreenFirst Shares equal to the lesser of (i) the number of GreenFirst Shares that holder subscribes for under the Additional Subscription Privilege, and (ii) the number of GreenFirst Shares that is equal to the aggregate number of GreenFirst Shares available through unexercised Rights multiplied by the quotient of the number of Rights previously exercised by such holder under the Rights Offering divided by the aggregate number of Rights previously exercised under the Rights Offering by holders of Rights that have subscribed for GreenFirst Shares under the Additional Subscription Privilege.

A Rights holder may subscribe for Additional GreenFirst Shares by (i) completing and signing Box 2 of the Subscription Form, and (ii) delivering the Subscription Form, together with payment for those Additional GreenFirst Shares, to the Rights Agent on or before the Expiry Time. If payment for all Additional GreenFirst Shares subscribed for pursuant to the Additional Subscription Privilege does not accompany the subscription, the over-subscription will be invalid.

If the Rights Offering is fully subscribed, then the funds included for any over-subscriptions will be returned by us to the relevant shareholders. If the Rights Offering is not fully subscribed, certificates representing the GreenFirst Shares, due to shareholders as a result of over-subscriptions will be delivered by us together with the certificates representing such securities due to those shareholders pursuant to their subscriptions in accordance with the Basic Subscription Privilege. In addition, we will return to any over-subscribing shareholder within 30 calendar days of the Expiry Date any excess funds paid in respect of an over-subscription for GreenFirst Shares where the number of Additional GreenFirst Shares available to that shareholder is less than the number of Additional GreenFirst Shares subscribed for. No interest will be payable by us in respect of any excess funds returned to shareholders.

### **How does a Rights holder sell or transfer Rights?**

The Rights will trade on the TSX under the trading symbol “GFP.RT” until 12:00 p.m. (Toronto time) on the Expiry Date. If you do not wish to exercise your Rights, you may sell or transfer them directly or through your stockbroker or investment dealer at your expense, subject to any applicable resale restrictions. See *“How to exercise the Rights – Are there restrictions on the resale of securities?”* below. You may elect to exercise a portion of your Rights and dispose of the remainder, or dispose of all your Rights. Any commission or other fee payable in connection with the exercise or any trade of Rights (other than the fee for services to be performed by the Subscription Agent as described herein) is the responsibility of the holder of such Rights. Depending on the number of Rights a holder may wish to sell, the commission payable in connection with a sale of Rights could exceed the proceeds received from such sale.

If you are a registered holder of Rights and wish to transfer your Rights, you must complete a valid form of Stock Power of Attorney or Securities Transfer Form and have the signature guaranteed by an “eligible institution” to the satisfaction of the Rights Agent. For this purpose, eligible institution means a Canadian Schedule 1 chartered bank, a member of the Securities Transfer Agents Medallion Program, or a member of the Stock Exchange Medallion Program. Members of these programs are usually members of a recognized stock exchange in Canada or members of the Investment Industry Regulatory Organization of Canada.

It is not necessary for a transferee to obtain a new Rights DRS Advice for the transferee to exercise the rights or the Additional Subscription Privilege, but the signature(s) of the transferee on the Rights Subscription Form must correspond in every particular with the name of the transferee shown on the Securities Transfer Form. If the Securities Transfer Form and Rights Subscription Form are properly completed, the Company and the Rights Agent will treat the transferee as the absolute owner of the Rights DRS Advice for all purposes and will not be affected by notice to the contrary. A Rights Subscription Form so completed should be delivered to the appropriate person in ample time for the transferee to use it before the expiration of the rights.

The Rights may not be transferred to any person within the United States or to a U.S. Person. Holders of GreenFirst Shares in the United States, with U.S. addresses of record or who are U.S. Persons who receive Rights may transfer or resell them only in transactions outside of the United States in accordance with Regulation S under the U.S. Securities Act, which generally will permit the resale of the Rights provided that the offer is not made to a person in the United States, neither the seller nor any person acting on its behalf knows that the transaction has been prearranged with a buyer in the United States, and no “directed selling efforts”, as that term is defined in Regulation S under the U.S. Securities Act, are conducted in the United States in connection with the resale. Certain additional conditions are applicable to the Company’s “affiliates”, as that term is defined under the U.S. Securities Act. In order to enforce this resale restriction, holders thereof will be required to execute a declaration certifying that such sale is being made through the facilities of a Canadian securities exchange (if and when the GreenFirst Shares become listed on such an exchange) in accordance with Regulation S under the U.S. Securities Act.

**When can you trade securities issuable upon the exercise of your Rights?**

The GreenFirst Shares issuable on the exercise of your Rights will be listed on the TSX under the trading symbol “GFP” and will be available for trading as soon as practicable after closing of the Rights Offering.

**Are there restrictions on the resale of securities?**

The GreenFirst Shares issuable upon exercise of Rights distributed to shareholders in the Eligible Jurisdictions may be resold without hold period restrictions under applicable securities laws of the Eligible Jurisdictions provided that: (i) the sale is not by a “control person” of GreenFirst; (ii) no unusual effort is made to prepare the market or create a demand for the securities being resold; (iii) no extraordinary commission or consideration is paid to a person or company in respect of the resale; and (iv) if the selling security holder is an insider or officer of GreenFirst, the selling security holder has no reasonable grounds to believe that GreenFirst is in default of securities legislation.

**GreenFirst Shares issued to holders of Rights in the United States, with U.S. addresses or who are U.S. Persons will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act and may be offered and sold only in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws, and instruments representing such securities will bear a legend to such effect.**

**The foregoing is a summary only and is not intended to be exhaustive. Holders of Rights or any of the underlying securities should consult with their advisors concerning restrictions on resale, and should not resell their securities until they have determined that any such resale is in compliance with the requirements of applicable legislation.**

Each holder is urged to consult their professional advisor to determine the exact conditions and restrictions applicable to the right to trade in securities.

**Will we issue fractional underlying securities upon exercise of the Rights?**

No.

**APPOINTMENT OF RIGHTS AGENT**

**Who is the Rights Agent?**

Computershare Investor Services Inc. is the Rights Agent for the Rights Offering. The Rights Agent has been appointed to receive subscriptions and payments from holders of Rights and to perform the services relating to the exercise and transfer of the Rights.

**ADDITIONAL INFORMATION**

Where can you find more information about us?

You can access our continuous disclosure documents filed with Canadian securities regulators under our issuer profile at [www.sedarplus.com](http://www.sedarplus.com) or on our website at [www.greenfirst.ca](http://www.greenfirst.ca).

**MATERIAL FACTS AND MATERIAL CHANGES**

Pursuant to shareholder approval obtained on September 19, 2024 GreenFirst anticipates closing its previously announced plan of arrangement (the “POA”) on November 4, 2024. As part of the POA, shareholders of GreenFirst will exchange their existing common shares of GreenFirst for GreenFirst Shares on a one for one basis. The GreenFirst Shares are identical to the existing common shares. As a result, the CUSIP number for the GreenFirst Shares received on the exercise of the Rights will be different from the current CUSIP for the existing common shares. It is anticipated that GreenFirst Shares will commence trading under the new CUSIP on November 6, 2024.

**There are no other materials fact or material changes about us that have not been generally disclosed.**