



**NOTICE AND MANAGEMENT PROXY CIRCULAR
FOR THE ANNUAL MEETING OF SHAREHOLDERS
OF RUSSEL METALS INC.**

THURSDAY, MAY 3, 2007

**THIS BOOKLET CONTAINS IMPORTANT INFORMATION FOR
SHAREHOLDERS**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS



Notice is hereby given that the annual meeting of shareholders of Russel Metals Inc. (the "Company") will be held:

Date: Thursday, May 3, 2007

BUSINESS OF THE MEETING

Time: 4:30 p.m. (Toronto Time)

The purpose of the meeting is:

Place: The Westin Bristol Place Hotel,
950 Dixon Road, Toronto,
Ontario, Canada

1. To receive and consider the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2006 together with the report of the auditors thereon;
2. To elect Directors;
3. To appoint auditors and to authorize the Directors to fix their remuneration; and
4. To transact such further or other business as may properly come before the meeting or any postponement or adjournment thereof.

If you are a shareholder and cannot attend the meeting in person, you may vote by proxy. Voting instructions are included in the accompanying management proxy circular. To be valid, CIBC Mellon Trust Company must receive proxies no later than 4:30 p.m. on May 2, 2007 and, in the case of any postponement or adjournment of the meeting, not less than 24 hours before commencement of the postponed meeting or recommencement of the adjourned meeting.

By Order of the Board,

A handwritten signature in black ink, appearing to read "Will O'Reilly".

WILLIAM M. O'REILLY,
Secretary

Mississauga, Ontario
March 1, 2007

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GENERAL

INTERPRETATION

Unless the context otherwise requires, references to "Company", "Russel Metals", "we", "us" or "our" as used herein refer to Russel Metals Inc. and its subsidiaries. All dollar references are in Canadian dollars unless otherwise stated. Unless otherwise indicated, the financial information contained in this Circular is presented as of December 31, 2006 and all other information is current to March 1, 2007.

SHAREHOLDER PROPOSALS

A shareholder who will be entitled to vote at the 2008 annual meeting of shareholders of the Company and who intends to raise a proposal at such meeting, must deliver the proposal to the Company not later than December 1, 2007.

FINANCIAL STATEMENT REQUESTS

If you are a non-registered beneficial shareholder and you wish to receive our annual or quarterly financial statements and related MD&A, you must mark the appropriate request boxes on the accompanying voting instruction form provided by your financial intermediary, and return it in the envelope provided.

If you are a registered shareholder and you wish to receive our quarterly financial statements and related MD&A you must mark the appropriate request box on the enclosed form of proxy, and return it to us. If you are a registered shareholder and you do not wish to receive our annual financial statements and MD&A, you must mark the appropriate request box on the enclosed form of proxy, and return it to us.

Our results are announced by news release, and our financial statements and MD&A are available on our website at www.russelmetals.com.

AVAILABILITY OF DISCLOSURE DOCUMENTS

We will provide to any shareholder, upon request to our Investor Relations Department, a copy of:

- (i) our most recent Annual Information Form together with any document or pertinent pages of any document incorporated therein by reference;
- (ii) our audited consolidated financial statements for our last financial year together with the auditors' report thereon and the related management's discussion and analysis;
- (iii) our Management Proxy Circular for our last annual meeting of shareholders; and
- (iv) any material change reports (other than confidential reports) which we have filed with the various securities regulatory authorities.

These documents are accessible from our web site located at www.russelmetals.com (See "Investor Relations" and "Financial Reports"). In addition, information relating to us may be obtained from SEDAR at www.sedar.com.

CONTACT INFORMATION

Russel Metals Inc.
Investor Relations Department
Telephone: (905) 816-5178
Fax: (905) 819-7409
Email: info@russelmetals.com
Suite 210, 1900 Minnesota Court,
Mississauga, Ontario
L5N 3C9

CIBC Mellon Trust Company
Proxy Department
P.O. Box 721
Agincourt, Ontario
M1S 0A1
Telephone: (800) 387-0825

BUSINESS OF THE MEETING

RECEIPT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our financial statements for the year ended December 31, 2006, together with the auditors' report thereon, have been sent to all registered shareholders, except shareholders who have waived receipt, and to beneficial shareholders who have requested a copy.

ELECTION OF THE BOARD OF DIRECTORS

There are eight nominees for election to the Board of Directors. All nominees are currently Directors of the Company. Detailed information regarding each nominee is located commencing on page 6, including Director attendance in 2006. If elected, each nominee will serve for a term of one year, until the 2008 annual meeting of shareholders. We have adopted a Majority Voting Policy for the election of our Directors. A description of this policy is located on page 11 of this Circular.

APPOINTMENT OF AUDITORS

Deloitte & Touche LLP ("Deloitte") have been our auditors for over 48 years. Management proposes that they be reappointed for the 2007 fiscal year. If a ballot is demanded at the Meeting, the shares represented by proxies in favour of Management nominees will be voted in favour of the appointment of Deloitte as auditors of the Company, unless a shareholder has specified in a proxy that his or her shares are to be withheld from voting in the appointment of auditors. To be effective, the resolution to appoint Deloitte as auditors of the Company and to authorize the Directors to fix their remuneration must be passed by a majority of the votes cast at the annual meeting in person or by proxy by shareholders entitled to vote thereon.

DELOITTE FEES AND SERVICES

Fees Charged By Deloitte

The following table summarizes the audit and other fees charged by Deloitte for their services during each of the 2006 and 2005 fiscal years:

SERVICE	FISCAL YEAR 2005	FISCAL YEAR 2006
Audit Services	\$ 908,000	\$1,071,000
Audit Related Services	\$ 694,000	\$ 494,000
Tax Services	\$ 154,000	\$ 188,000
Total	\$1,756,000	\$1,753,000

Audit Services

The fees charged by Deloitte for audit services include the audit of our annual financial statements and work on our regulatory filings.

Audit Related Services

The fees charged by Deloitte for audit related services include work on offering documents; work related to our internal controls and audit of our employee benefit plans.

Tax Services

Tax services conducted by Deloitte relate to U.S. tax compliance and planning work.

VOTING INFORMATION

PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of our Directors and officers, no person beneficially owns or exercises control or direction over more than 10% of our common shares.

QUESTIONS AND ANSWERS

Q: WHO IS SOLICITING MY PROXY?

A: Russel Metals' Management is soliciting your proxy for use at the annual meeting (the "Meeting") of shareholders to be held on Thursday, May 3, 2007, or at any postponement or adjournment thereof. The solicitation of proxies for the Meeting will be made primarily by mail, but our officers, employees and agents may also solicit proxies personally or by telephone. The cost of the solicitation of proxies will be borne by Russel Metals.

Q: WHO IS ENTITLED TO VOTE?

A: Only holders of common shares may vote at the Meeting. As of March 1, 2007, there were 62,435,042 common shares outstanding. Each shareholder is entitled to one vote for each common share registered in his or her name as of the close of business on March 19, 2007, the record date for our Meeting. If you purchased common shares from a registered shareholder after the record date, you may vote those shares at the Meeting by requesting CIBC Mellon Trust Company to include your name on the list of shareholders eligible to vote at the Meeting. In that case, you will have to provide properly endorsed share certificates or other documentation that establishes your ownership. This request must be made at least ten days before the Meeting. The contact information for our transfer agent is located on page 2 of this Circular.

Q: HOW DO I VOTE?

A: REGISTERED SHAREHOLDERS

If you are eligible to vote and your shares are registered in your name, you can vote your shares by proxy or in person at the Meeting. **If you cannot attend the Meeting in person, you may vote by proxy. Voting instructions are included in the accompanying management proxy circular. To be valid, CIBC Mellon Trust Company must receive proxies no later than 4:30 p.m. on May 2, 2007 and, in the case of any postponement or adjournment of the meeting, not less than 24 hours before commencement of the postponed meeting or recommencement of the adjourned meeting.**

NON-REGISTERED BENEFICIAL SHAREHOLDERS

If your shares are held in an account with a trust company, securities broker or other financial institution (an "Intermediary"), you are considered to be a non-registered beneficial shareholder. The Intermediary is the legal entity entitled to vote your common shares for you, in the manner that you direct them. Non-registered beneficial shareholders should not complete the form of proxy being circulated by Management. Instead, you should follow the instructions and complete the form that your Intermediary delivered to you with this Circular. This form will provide the necessary instructions to your Intermediary as to how you would like to vote your common shares at the Meeting. If you plan on attending the Meeting in person, you will not be entitled to vote in person unless the proper documentation is completed. You should contact your Intermediary well in advance of the Meeting and follow its instructions if you want to vote in person.

Q: HOW DO I APPOINT A PROXYHOLDER?

A: The Chairman, and the President and Chief Executive Officer of Russel Metals are the persons designated in the enclosed form of proxy who will represent Management at the Meeting. **You have the right, as a shareholder, to appoint a different person to attend and to act for you on your behalf at the Meeting. You may exercise this right by inserting in the space provided in the form of proxy the name of the other person you would like to appoint as nominee. To be valid, CIBC Mellon Trust Company must receive proxies no later than 4:30 p.m. on May 2, 2007 and, in the case of any postponement or adjournment of the meeting, not less than 24 hours before commencement of the postponed meeting or recommencement of the adjourned meeting.**

If there is a ballot called for at the Meeting, the shares represented by proxies in favour of the persons named by Management on the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions specified by shareholders in the forms of proxy.

If you have not specified in the form of proxy how to vote on a particular matter, your proxyholder is entitled to vote your common shares as he or she sees fit. If your proxy form does not specify how to vote on a particular matter and if you have authorized our Chairman or our President and Chief Executive Officer to act as your proxyholder, your common shares will be voted in favour of the particular matter.

Q: WHAT IF THERE ARE AMENDMENTS OR OTHER MATTERS BROUGHT BEFORE THE MEETING?

A: The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to the matters identified in the notice of meeting or other matters that may properly come before the Meeting. Management is not aware of any such amendments or other matters.

Q: WHAT IF I CHANGE MY MIND AND WANT TO REVOKE MY PROXY?

A: If you change your mind and want to revoke your proxy after you have delivered it to CIBC Mellon Trust Company, you (or your attorney if one has been authorized; or if a corporation, an officer thereof) may revoke it by completing another properly executed form of proxy or instrument in writing, bearing a later date and delivering it to CIBC Mellon Trust Company or to our registered office located at Suite 210, 1900 Minnesota Court, Mississauga, Ontario L5N 3C9. You may also deposit your revocation with the Chairman of the Meeting on the day of the Meeting, or in the case of any postponement or adjournment of the meeting, not less than 24 hours before commencement of the postponed meeting or recommencement of the adjourned meeting.

THE BOARD OF DIRECTORS


NUMBER OF DIRECTORS

Our articles provide that the number of persons that may be elected to our Board of Directors is not fewer than seven and not more than 12. The Board of Directors presently consists of eight Directors, and the Board has determined that the number of Directors to be elected at the Meeting will be eight. The current Directors are: A. Benedetti, J. F. Dinning, C. R. Fiora, A. F. Griffiths, R. Hartog, L. Lachapelle, J. W. Robinson and E. M. Siegel, Jr. All of the Directors are being nominated for re-election.

If elected, each Director will hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed.

MANAGEMENT'S NOMINEES FOR THE ELECTION OF DIRECTORS

The following table sets out information about the Board nominees, including his or her principal occupation or employment for at least the last five years, committee memberships, meeting attendance during 2006, other public board memberships, and the number of common shares, options and deferred share units (DSUs) held. The Nominating and Corporate Governance Committee has recommended each Board nominee for election as a Director.

<p>ALAIN BENEDETTI</p>  <p>Age 58 Sainte Anne Des Lacs, Quebec, Canada Director since 02/23/2006 Independent</p>	<p>Mr. Benedetti is a Corporate Director. In addition, he is Chair of the Canadian Institute of Chartered Accountants. From 1998 to his retirement in June 2004, he was Vice Chairman and Canadian Area Managing Partner of Ernst & Young LLP.</p> <hr/> <table border="0"> <tr> <td>BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:</td> <td>MEETING ATTENDANCE DURING 2006</td> </tr> <tr> <td>Board</td> <td>4 of 4</td> </tr> <tr> <td>Audit (Chair)</td> <td>3 of 3</td> </tr> <tr> <td>Nominating and Corporate Governance</td> <td>3 of 3</td> </tr> </table> <p>Mr. Benedetti became a member of the Board and of the Audit Committee on February 23, 2006 and a member of the Nominating and Corporate Governance Committee on May 3, 2006.</p> <hr/> <p>OTHER PUBLIC BOARD MEMBERSHIPS: Dorel Industries Inc., Birks & Mayors Inc. and Governor of Dynamic Mutual Funds.</p> <hr/> <p>SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS⁽¹⁾</p> <table border="0"> <thead> <tr> <th>Common Shares</th> <th>DSUs⁽²⁾</th> <th>Total Number of Common Shares and DSUs</th> <th>Value of Common Shares and DSUs as at March 1, 2007⁽³⁾</th> </tr> </thead> <tbody> <tr> <td>4,000</td> <td>670</td> <td>4,670</td> <td>\$126,791</td> </tr> </tbody> </table> <hr/> <p>SHARE OPTIONS: None</p>	BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006	Board	4 of 4	Audit (Chair)	3 of 3	Nominating and Corporate Governance	3 of 3	Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾	4,000	670	4,670	\$126,791
BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006																
Board	4 of 4																
Audit (Chair)	3 of 3																
Nominating and Corporate Governance	3 of 3																
Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾														
4,000	670	4,670	\$126,791														

JAMES F. DINNING

Age 54
 Calgary, Alberta, Canada
 Director since 02/17/2003
 Independent

Mr. Dinning is Chairman of the Board of Western Financial Group Inc. (insurance, investment and banking). From 1998 to 2004, Mr. Dinning was Executive Vice President of TransAlta Corporation and for 1997 and 1998 was Senior Vice President. Prior to 1997, Mr. Dinning held several key positions during his 11 years as a member of the Legislative Assembly in Alberta, including Provincial Treasurer from 1992 to 1997.

BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006
Board	4 of 5
Audit	3 of 4
Environmental Management and Health & Safety	n/a*
Nominating and Corporate Governance	3 of 4

*Mr. Dinning became a member of the Environmental Management and Health & Safety Committee on February 23, 2006. No meetings were held subsequent to February 23, 2006.

OTHER PUBLIC BOARD MEMBERSHIPS:

Finning International Inc., Liquor Stores Income Fund, Oncolytics Biotech Inc., Parkland Income Fund, Shaw Communications Inc. and Western Financial Group Inc.

SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS⁽¹⁾

Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾
15,000	3,385	18,385	\$499,153

SHARE OPTIONS:

None

CARL R. FIORA

Age 72
 Middletown, Ohio, U.S.A.
 Director since 05/11/1994
 Independent

Mr. Fiora is a Corporate Director. At the time of his retirement on November 30, 1990, Mr. Fiora was the President and Chief Executive Officer of Armco Steel Company L.P., a steel manufacturing company.

BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006
Board	5 of 5
Audit	4 of 4
Management Resources and Compensation (Chair)	1 of 1*
Nominating and Corporate Governance	1 of 1*

*Mr. Fiora moved from the Nominating and Corporate Governance Committee to Chair of the Management Resources and Compensation Committee on May 3, 2006.

OTHER PUBLIC BOARD MEMBERSHIPS:

None

SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS⁽¹⁾

Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾
19,000	3,385	22,385	\$607,753

SHARE OPTIONS:

Mr. Fiora has 3,333 options, which expire on April 24, 2013. The value of these options as at March 1, 2007 is \$72,259.

ANTHONY F. GRIFFITHS

Age 76
 Toronto, Ontario, Canada
 Chairman of the Board
 Director since 05/14/1997
 Independent

Mr. Griffiths is a Corporate Director. From 1993 to present, Mr. Griffiths has been associated with various companies acting as an independent consultant. From 1985 to 1993, Mr. Griffiths served in several capacities at Mitel Corporation, including Chief Executive Officer and Chairman.

BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006
Board (Chair)	5 of 5
Nominating and Corporate Governance (Chair)	4 of 4
Management Resources and Compensation	2 of 2

OTHER PUBLIC BOARD MEMBERSHIPS:

Alliance Atlantis Communications Inc., Crum & Forster Holdings Corp., Fairfax Financial Holdings Limited, Hub International Limited, Jaguar Mining Inc., Cunningham Lindsey Group Inc., Northbridge Financial Corporation, Novadaq Technologies Inc., Odyssey Re Holdings Corp., PreMD Inc. and Vitran Corporation Inc.

SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS⁽¹⁾

Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾
80,000	3,385	83,385	\$2,263,903

SHARE OPTIONS:

None

Mr. Griffiths was formerly a director of Brazilian Resources Inc., which was issued a temporary cease trading order by the Ontario Securities Commission on June 10, 2001 relating to management and insiders. This order was rescinded on July 30, 2001. Mr. Griffiths was a director of Consumers Packaging Inc. at the time it was placed into liquidation under the protection of the CCAA (2001) and cease trade orders were issued against management and insiders due to failure to file financial statements. Mr. Griffiths was a director of Slater Steel Inc., when it operated under the protection of the CCAA in an orderly wind-down (2003).

ROBERT HARTOG

Age 88
 Perkinsfield, Ontario, Canada
 Director since 05/14/1997
 Independent

Mr. Hartog is President of Robhar Investments Ltd., a private investment company.

BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006
Board	5 of 5
Audit	4 of 4
Management Resources and Compensation	2 of 2

OTHER PUBLIC BOARD MEMBERSHIPS:

None

SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS⁽¹⁾

Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾
92,850	3,385	96,235	\$2,612,780

SHARE OPTIONS:

None

LISE LACHAPELLE

Age 57
 Iles-des-soeurs, Quebec, Canada
 Director since 05/15/1996
 Independent

Mrs. Lachapelle is a Corporate Director and a consultant in corporate strategy. She was the President and Chief Executive Officer of the Forest Products Association of Canada from September 1994 to December 2001. Prior to September 1994, she was President of Strategico Inc., a consulting firm specializing in public policies, for one year and a consultant with Strategico for three years.

BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006
Board	5 of 5
Environmental Management and Health & Safety	1 of 1
Management Resources and Compensation	1 of 1*
Nominating and Corporate Governance	3 of 3*

*Mrs. Lachapelle moved from Chair of the Management Resources and Compensation Committee to a member of the Nominating and Corporate Governance Committee on May 3, 2006.

OTHER PUBLIC BOARD MEMBERSHIPS:

Abitibi-Consolidated Inc., Export Development Corporation, Industrial Alliance Insurance and Financial Services Inc., INNERGEX Power Income Fund and Mirabaud Canada Inc.

SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS⁽¹⁾

Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾
5,000	3,385	8,385	\$227,653

SHARE OPTIONS:

None

JOHN W. ROBINSON

Age 73
 Greensboro, North Carolina,
 U.S.A.
 Director since 05/11/1995
 Independent

Mr. Robinson is a Corporate Director. He was President and Chief Executive Officer of SMP Steel Corp., steel distributors, until retirement in December 1998.

BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006
Board	5 of 5
Environmental Management and Health & Safety (Chair)	1 of 1
Management Resources and Compensation	2 of 2

OTHER PUBLIC BOARD MEMBERSHIPS:

None

SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS⁽¹⁾

Common Shares	DSUs⁽²⁾	Total Number of Common Shares and DSUs	Value of Common Shares and DSUs as at March 1, 2007⁽³⁾
41,000	3,385	44,385	\$1,205,053

SHARE OPTIONS:

None

**EDWARD M. SIEGEL,
JR.**



Age 64
Westport, Connecticut, U.S.A.
Director since 05/06/1998
President and Chief Executive
Officer
Not independent

Mr. Siegel is the President and Chief Executive Officer of Russel Metals. In February 1987, Mr. Siegel joined Russel Metals as a Vice President with responsibility for the export of prime and secondary materials from Canadian steel mills and for the import of semi-finished material to Canadian mills. Over the succeeding 10 years, Mr. Siegel assumed various responsibilities, eventually becoming President and Chief Executive Officer of Russel Metals in 1997.

BOARD OF DIRECTORS / COMMITTEE MEMBERSHIP:	MEETING ATTENDANCE DURING 2006
Board	5 of 5
No Committee memberships	

OTHER PUBLIC BOARD MEMBERSHIPS:
None

SECURITIES HELD AS AT MARCH 1, 2007: EXCEEDS MINIMUM SHARE OWNERSHIP REQUIREMENT FOR CEO⁽⁴⁾

Common Shares	DSUs⁽²⁾	Value of Common Shares as at March 1, 2007
800,000	n/a	\$21,720,000

SHARE OPTIONS:
785,000

See page 19 of this Circular for additional disclosure relating to Mr. Siegel's options.

- (1) Directors are required to own common shares and DSUs valued at not less than three times the annual Board retainer. See "Share Ownership of Directors" on page 11 of this Circular.
- (2) See "2006 Non-executive Director Compensation" and "Deferred Share Unit Plan" on pages 12 and 13 of this Circular.
- (3) Based on the closing price of a common share on The Toronto Stock Exchange on March 1, 2007 of \$27.15.
- (4) The CEO is required to own common shares valued at not less than one times his annual salary. See "Share Ownership Requirement for CEO and CFO" on page 18 of this Circular.
- (5) "Independent" means as required by applicable policies of the Canadian Securities Administrators, which generally provide that a director would not be independent if he or she has a material relationship, which could be reasonably expected to interfere with the exercise by the Director of his or her independent judgement.

COMMITTEES OF THE BOARD OF DIRECTORS

We are required by applicable securities laws to have an Audit Committee of the Board. Other committees of the Board are the Management Resources and Compensation Committee, the Nominating and Corporate Governance Committee and the Environmental Management and Health & Safety Committee. The members of the committees are as follows:

Audit Committee	Management Resources and Compensation Committee	Nominating and Corporate Governance Committee	Environmental Management and Health & Safety Committee
A. Benedetti - Chair C.R. Fiora J.F. Dinning R. Hartog	C.R. Fiora – Chair A.F. Griffiths R. Hartog J.W. Robinson	A.F. Griffiths - Chair A. Benedetti L. Lachapelle J.F. Dinning	J.W. Robinson - Chair J.F. Dinning L. Lachapelle

All committee mandates are described under "Statement of Corporate Governance Practices", commencing on page 24 of this Circular. Additional information concerning the Management Resources and Compensation Committee is described on page 15 of this Circular.

NUMBER OF BOARD AND COMMITTEE MEETINGS HELD

The following is a list of the meetings of the Board and its committees held in 2006. The Director attendance records are included in the Board nominee table commencing on page 6.

Board of Directors.....	5
Audit Committee.....	4
Environmental Management and Health & Safety Committee.....	1
Management Resources and Compensation Committee.....	2
Nominating and Corporate Governance Committee.....	4

SHARE OWNERSHIP OF DIRECTORS

Each Director of Russel Metals is required to beneficially own common shares or deferred share units or a combination thereof valued at three times the annual Board retainer. Based on the current annual retainer of \$25,000, each Director must own common shares and/or deferred share units valued at not less than \$75,000. Any Director who does not meet this requirement at the date of his or her first election or re-election to the Board of Directors following implementation of this policy is required to achieve this ownership level within three years from the date of such first election or re-election. All of the current Directors have reached the required level.

As at the date hereof, the nominees for election at the upcoming annual meeting of shareholders beneficially own or control an aggregate of 1,056,850 common shares and an aggregate of 20,980 deferred share units. A description of the Deferred Share Unit Plan can be found on page 13 of this Circular.

MAJORITY VOTING

On February 23, 2006, our Board adopted a new majority voting policy. This policy provides that any nominee for Director who receives a greater number of votes withheld than votes for his or her election must tender his or her resignation to our Chairman following our annual meeting. This policy applies only to uncontested elections, meaning elections where the number of nominees for Director is equal to the number of Directors to be elected. The Nominating and Corporate Governance Committee and the Board of Directors shall consider the resignation and whether or not it should be accepted. We expect to accept resignations except in situations where extenuating circumstances would warrant the applicable Director to continue to serve as a Board member. In this event, our Board shall disclose their decision, via press release, within 90 days of the applicable annual meeting. If a resignation is accepted, the Board may appoint a new Director to fill any vacancy created by resignation. A copy of this policy can be found on our website at www.russelmetals.com (see "About Russel Metals" and "Corporate Governance").

If a poll is demanded on any vote for election of any Director at the Meeting, and if you have authorized our Chairman or our President and Chief Executive Officer to act as your proxyholder, your common shares will be voted in favour of the election of each of the above nominees for election to the Board, unless you have specified in your proxy that your common shares are to be withheld from voting in the election of Directors or the election of a particular nominee. In the event that any vacancy occurs in the slate of nominees identified above, proxies in favour of Management will be voted for another nominee at the discretion of Management unless you specify in your proxy that your common shares be withheld from voting in the election of Directors.

COMPENSATION OF NON-EXECUTIVE DIRECTORS

Board and Committee Fees

Our Directors are compensated partly in cash and partly in DSUs. These fees are payable only to Directors who are not full-time employees of Russel Metals and are shown below, together with the current fee schedule.

Fee Schedule		
Fee	Compensation	Comments
Chairman's Fee	\$110,000	The Chairman of the Board is paid annual cash compensation in the amount shown. This amount represents compensation for acting as Chairman of the Board, Chairman of the Nominating and Corporate Governance Committee and a member of the Management Resources and Compensation Committee and is inclusive of all fees for attending Board and committee meetings during the year.
Annual Retainer Fee	\$ 25,000	All non-executive Directors, except Chairman of the Board.
Annual Committee Chair Fee	\$ 6,000	Non-executive Directors, except Chairman of the Board.
Meeting Fee	\$ 2,000	Per meeting. All non-executive Directors, except Chairman of the Board.
Travel Fee	\$ 1,500	Per business trip, payable to U.S. non-executive Directors to attend board meetings in Canada and where travel is required on special assignments, as delegated by the Board.
Advisory Fee	\$ 1,000	Payable per day for special assignments, as delegated to members of the Board.

Our U.S. Directors are paid the U.S. equivalent of the retainers and fees noted above. We reimburse expenses incurred by our Directors while attending Board and committee meetings. The Management Resources and Compensation Committee reviews the annual compensation package for our Directors on an annual basis.

2006 Non-executive Director Compensation

During the financial year ended December 31, 2006, we paid an aggregate of \$404,350 in cash compensation to our non-executive Directors. We also made quarterly allocations of DSUs with an aggregate value in 2006 of \$137,000 to the DSU accounts of our non-executive Directors. The following table sets out the total compensation paid to our non-executive Directors on an individual basis on account of Board and committee retainers, meeting fees and DSUs allocated to such Directors during the financial year ended December 31, 2006:

Name of Director	Regular Board Fees		Committee Fees				DSU Allocations	Total Compensation
	Retainer	Meeting Fees	Member	Chair ⁽²⁾	Travel Fee	Cash Total		
Alain Benedetti	\$ 21,250	\$ 8,000	\$14,000	\$5,100	-	\$ 48,350	\$17,000	\$ 65,350
James F. Dinning	\$ 25,000	\$ 8,000	\$12,000	-	-	\$ 45,000	\$20,000	\$ 65,000
Carl R. Fiora	\$ 25,000	\$10,000	\$12,000	\$5,100	\$4,500	\$ 56,600	\$20,000	\$ 76,600
Anthony F. Griffiths ⁽¹⁾	\$ 110,000	-	-	-	-	\$110,000	\$20,000	\$130,000
Robbert Hartog	\$ 25,000	\$10,000	\$10,000	-	-	\$ 45,000	\$20,000	\$ 65,000
Lise Lachapelle	\$ 25,000	\$10,000	\$12,000	\$ 900	-	\$ 47,900	\$20,000	\$ 67,900
John W. Robinson	\$ 25,000	\$10,000	\$ 6,000	\$6,000	\$4,500	\$ 51,500	\$20,000	\$ 71,500

- (1) Mr. Griffiths is paid annual cash compensation in the amount shown. This amount represents compensation for acting as Chairman of the Board, Chairman of the Nominating and Corporate Governance Committee and a member of the Management Resources and Compensation Committee and is inclusive of all fees for attending Board and committee meetings during the year.
- (2) Mr. Benedetti became Chair of the Audit Committee on February 23, 2006, filling a vacancy. Mr. Fiora became Chair of the Management Resources and Compensation Committee on May 3, 2006 in place of Mrs. Lachapelle. Each Director received a Chair's pro-rated fee.

Deferred Share Unit Plan

In April 2004, our Board of Directors adopted a Deferred Share Unit Plan ("DSU Plan") for non-executive Directors to replace the grant of share options. A DSU is a unit equivalent in value to one common share based on the Market Price, which is the average of the daily average of the high and low board lot trading prices of our common shares on The Toronto Stock Exchange for the last five trading days immediately prior to the date on which the value of the DSU is determined. DSUs are allocated on the last day of March, June, September and December in each year. The number of DSUs credited quarterly to each Director's account is determined by dividing \$5,000 by the Market Price at the quarterly payment date. A Director may also elect to receive payment in DSUs, rather than cash, for all or a portion of his or her annual Board retainer or annual chair retainer by providing the required notice to us in accordance with the Plan.

DSUs are redeemable only when a Director leaves the Board, thereby providing an ongoing equity stake throughout the Director's service. A departing Director will receive a cash payment upon redemption, as soon as practicable after the Director's termination date, but, in any event, no later than December 31 of the first calendar year commencing after the Director's termination date. The value of the cash payment is determined by multiplying the number of DSUs in the Director's account on the redemption date by the Market Price on such redemption date. Applicable income tax and other withholdings are deducted as required by law.

The value of the number of DSUs credited to each non-executive Director's account during 2006 is reflected in the table above.

Deferred Share Units

The number of DSUs held in each non-executive Director's account and the value of each account as at December 31, 2006 is shown in the following table:

Name of Non-executive Director	Number of DSUs held as at December 31, 2006	Value of DSUs as at December 31, 2006⁽¹⁾
Alain Benedetti ⁽²⁾	670	\$17,888
James F. Dinning	3,385	\$90,386
Carl R. Fiora	3,385	\$90,386
Anthony F. Griffiths	3,385	\$90,386
Robbert Hartog	3,385	\$90,386
Lise Lachapelle	3,385	\$90,386
John W. Robinson	3,385	\$90,386

(1) Based on the closing price of a common share on The Toronto Stock Exchange on December 29, 2006 of \$26.70.

(2) Mr. Benedetti became a director on February 23, 2006.

Share Options

Non-executive Directors became members of the DSU Plan effective April 2004 and no longer receive options to acquire common shares. Mr. Carl Fiora is the only non-executive Director who has outstanding share options. Details of Mr. Fiora's holdings are disclosed on page 7 of this Circular. Mr. Siegel, our President and Chief Executive Officer, has outstanding options. Details of Mr. Siegel's holdings are disclosed on pages 10 and 19 of this Circular.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

In December 2006, we renewed, for the benefit of Russel Metals, its subsidiaries and their directors and officers and their respective spouses, insurance against liability incurred by the directors or officers in their capacity as directors or officers of Russel Metals or any subsidiary. The total amount of insurance is \$130 million and, subject to the deductible portion referred to below, up to the full-face amount of the policies is payable, regardless of the number of directors and officers involved. The annual premium for the policy year to December 1, 2007 is \$454,180. The policies do not specify that a part of the premium is paid in respect of either directors as a group or officers as a group. The policies provide a limit of \$130 million per occurrence and in the aggregate.

Our directors and officers are covered to the extent of the face amount of the policies. However, in no event will the policies pay out, in the aggregate, more than \$130 million during their annual term. The policies provide for deductibles as follows: (i) with respect to our directors and officers, there is no deductible applicable; and (ii) with respect to reimbursement of the Company, there is a deductible of \$100,000 per occurrence, except in respect of securities claims, where the deductible is \$250,000 per occurrence.

DISCLOSURE OF COMPENSATION AND RELATED INFORMATION

REPORT ON EXECUTIVE COMPENSATION

Composition of the Management Resources and Compensation Committee

The Management Resources and Compensation Committee is comprised of four independent members of the Board of Directors, C.R. Fiora (Chair), A.F. Griffiths, R. Hartog and J.W. Robinson. On May 3, 2006, Mr. Fiora succeeded Ms. Lachapelle as Chair of the Committee.

Mandate

The Management Resources and Compensation Committee assists the Board in its oversight of Russel Metals' executive and Board compensation policies. The Committee reviews the compensation policies and levels for our executive officers to ensure that such compensation is competitive and reasonably related to individual and corporate performance, and makes recommendations to the Board with respect to such matters.

The Committee meets at least twice annually. The Management Resources and Compensation Committee met twice during 2006.

REPORT OF THE MANAGEMENT RESOURCES AND COMPENSATION COMMITTEE

Executive Compensation Policies and Practices

Russel Metals' executive compensation policies and practices are designed to provide a competitive level of total compensation, to recognize and reward superior performance by individual executives and to foster a common perspective between the Company's executive officers and its shareholders. The key components for executive officer compensation are base salary, short-term incentives in the form of cash bonus opportunities (expressed as a variable percentage of base salary which increases with the level of basic earnings per share of the Company), and long-term incentives in the form of stock options.

Compensation Philosophy

Pay for performance is an important underlying principle of Russel Metals' executive compensation philosophy, with the result that variable compensation (in the form of cash bonuses and stock options) can represent a substantial proportion of total compensation in a successful year.

Peer Group Comparison

The Committee uses various information sources, including independent consultants, to monitor the competitive position of Russel Metals' salaries, bonus plans and stock-based incentives, and to assess the effectiveness of Russel Metals' incentive plans in contributing to corporate performance. The Committee uses comparative data to ensure the ability of Russel Metals to attract, retain and motivate key executives. The comparative group includes large autonomous industrial companies in Canada and the United States and other companies operating in the metals industry in North America.

Russel Metals' executive compensation policies provide for base salaries which are competitive with similar positions in the comparator group. Individual levels, which are reviewed annually or, in the case of Russel Metals' most senior executives, bi-annually, may vary from this objective, depending upon the particular experience and other qualifications of the individual, sustained performance level, length of service and other relevant factors.

Management Incentive Compensation Plan

The Committee has established a Management Incentive Compensation Plan for executive officers, which ties annual cash bonuses to profit sharing based on basic earnings per share of the Company over a minimum threshold. Annual incentive bonuses are paid in February following the year in which they are earned.

Executive performance is motivated in part by linking total compensation with long-term share performance through the use of stock options. Options granted to executives under the Russel Metals Share Option Plan become immediately exercisable with respect to 20% of the optioned common shares and exercisable as to an additional 20% following each of the first, second, third and fourth anniversaries of the date of grant. The options have an exercise price of not less than the prevailing market price at the date of the grant and a term of 10 years.

PRESIDENT AND CEO COMPENSATION

Base Annual Salary

Mr. Siegel's base annual salary for 2007 is US \$551,000. During 2006 and 2005 his salary was US \$525,000. This represents an increase of 5% over the annual salary paid to him during the last two years. This annual salary is considered by the Committee to be appropriate based on Mr. Siegel's performance, and performance and compensation data relevant to the comparator group. In addition, the Committee believes that this salary is commensurate with Mr. Siegel's considerable industry experience and knowledge, and his management abilities.

Management Incentive

A bonus of US\$2,703,750 was paid to Mr. Siegel as Chief Executive Officer in 2007 for the 2006 fiscal year. This amount was determined in accordance with Russel Metals' Management Incentive Compensation Plan for executive officers, and is directly related to Russel Metals' reported basic earnings per share.

Long-Term Incentives

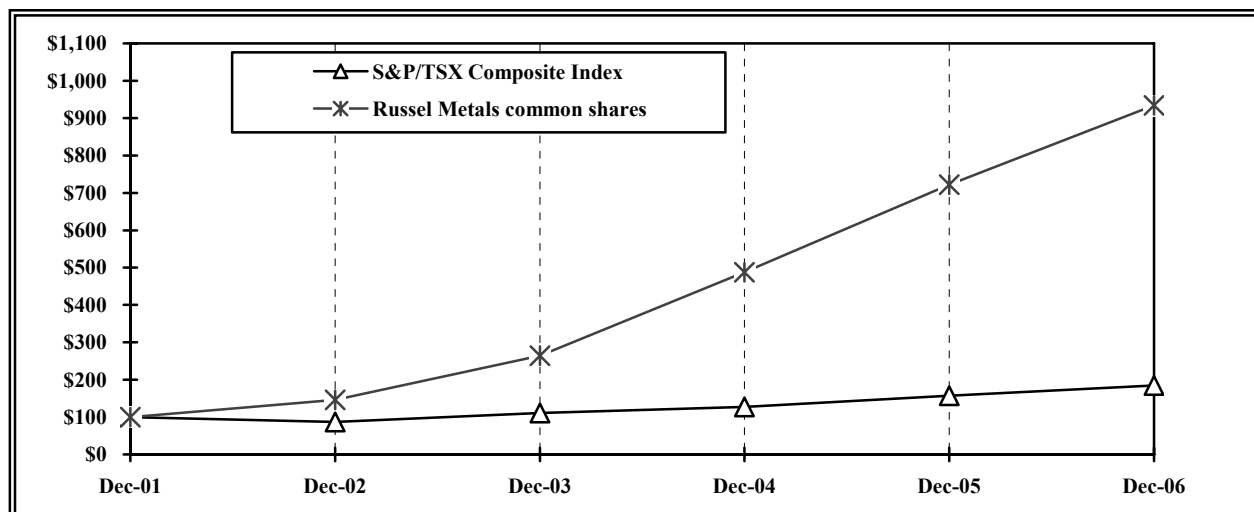
Mr. Siegel was granted options to purchase 325,000 common shares in 2006.

Submitted on behalf of the Management Resources and Compensation Committee:

C. R. Fiora (Chair)
A. F. Griffiths
R. Hartog
J. W. Robinson

PERFORMANCE GRAPH

The following graph shows a comparison over the five-year period ended December 31, 2006 of the value of \$100.00 originally invested in common shares and the S&P/TSX Composite Index and in each case assuming reinvestment of cash dividends paid.



	Dec-2001	Dec-2002	Dec-2003	Dec-2004	Dec-2005	Dec-2006
S&P/TSX Composite Index	\$100.00	\$ 87.56	\$110.96	\$127.03	\$157.68	\$184.89
Russel Metals common shares	\$100.00	\$146.52	\$264.63	\$487.50	\$721.87	\$933.79

SUMMARY COMPENSATION TABLE

The following table provides a summary of compensation earned during each of the last three fiscal years by the Chief Executive Officer and the other named executive officers of the Company as required by applicable securities legislation.

Name and Principal Position	Annual Compensation				Long-Term Compensation	All Other Compensation ⁽³⁾
	Year	Salary	Bonus	Other Annual Compensation ⁽²⁾	Common Share Options Granted	
Edward M. Siegel, Jr. ⁽¹⁾ President and Chief Executive Officer	2006	\$525,000	\$2,703,750	-	325,000	\$17,274
	2005	\$525,000	\$2,609,250	\$ (2,658)	325,000	\$17,474
	2004	\$500,000	\$3,070,000	\$(123,755)	350,000	\$18,191
Brian R. Hedges Executive Vice President and Chief Financial Officer	2006	\$409,500	\$1,265,355	-	150,000	\$ 9,660
	2005	\$409,500	\$1,221,129	-	150,000	\$29,910
	2004	\$405,000	\$1,436,760	-	175,000	\$10,011
Marion E. Britton Vice President, Chief Accounting Officer and Assistant Secretary	2006	\$200,000	\$ 618,000	-	35,000	\$ 4,421
	2005	\$190,000	\$ 566,580	-	35,000	\$10,533
	2004	\$189,686	\$ 694,041	-	35,000	\$ 1,168
Maureen A. Kelly Vice President, Information Systems	2006	\$230,967	\$ 374,929	n/a	25,000	\$ 8,917
	2005	\$225,502	\$ 299,318	n/a	25,000	\$10,413
	2004	\$227,691	\$ 561,705	n/a	25,000	\$10,642
David J. Halcrow Vice President, Purchasing and Inventory Management	2006	\$126,365	\$ 374,929	-	25,000	\$12,800
	2005	\$122,951	\$ 299,318	-	25,000	\$12,724
	2004	\$122,833	\$ 531,705	-	15,000	\$12,224

- (1) Compensation for Mr. Siegel is paid in U.S. dollars and thus is reported in U.S. dollars. All other amounts shown in this table are in Canadian dollars.
- (2) The value of perquisites for each of the named executive officers is less than the lesser of \$50,000 and 10% of the named executive officer's total annual salary and bonus, and accordingly they are not reflected in this table. In 2004 and 2005, Mr. Siegel reimbursed the Company for foreign tax credits utilized in the year in accordance with his tax equalization arrangement.
- (3) The amounts shown represent the Company's contributions to the 401K Plan for Mr. Siegel; registered retirement savings plans for Ms. Kelly and Mr. Halcrow; the Value Sharing Plan for each of Mr. Hedges, Ms. Britton, Ms. Kelly and Mr. Halcrow; and the Group Term Life Insurance Plan for each of the named executive officers. Group Term Life and Value Sharing Plan benefits are available to all employees. The Company provides retirement savings plans for all employees; however, the plan varies based on country of employment and employee group.

SHARE OWNERSHIP REQUIREMENT FOR CEO AND CFO

Our Board of Directors has adopted a policy for our Chief Executive Officer and Chief Financial Officer which requires each of these officers to beneficially own common shares valued at not less than one times his annual salary within five years of appointment to such position. As at March 1, 2007 Mr. Siegel owns common shares valued at \$21,720,000, or approximately 34 times his salary, and Mr. Hedges owns common shares valued at \$2,826,315, or approximately seven times his salary.

OPTIONS GRANTED DURING 2006

The following table sets out options to purchase common shares of Russel Metals granted during 2006 to the named executive officers.

Name	Options Granted	% of Total Options Granted to Employees in 2006	Exercise or Base Price Per Common Share	Market Value of Common Shares on the Date of Grant	Expiration Date
Edward M. Siegel, Jr.	187,018	22%	\$25.75	\$25.75	02/23/2016
	137,982	16%	\$26.30	\$26.30	05/03/2016
Brian R. Hedges	86,316	10%	\$25.75	\$25.75	02/23/2016
	63,684	7%	\$26.30	\$26.30	05/03/2016
Marion E. Britton	35,000	4%	\$25.75	\$25.75	02/23/2016
Maureen A. Kelly	25,000	3%	\$25.75	\$25.75	02/23/2016
David J. Halcrow	25,000	3%	\$25.75	\$25.75	02/23/2016

All of the above options are immediately exercisable with respect to 20% of the optioned common shares and are exercisable as to an additional 20% following each of the first, second, third and fourth anniversaries of the date of grant.

AGGREGATE STOCK OPTION EXERCISES DURING 2006 AND VALUE OF OPTIONS AT DECEMBER 31, 2006

The following table sets out certain information with respect to common shares under option to the named executive officers as at December 31, 2006.

Name	Options Exercised During 2006		Unexercised Options at December 31, 2006		Value of Unexercised In-The-Money Options at December 31, 2006 ⁽¹⁾	
	Securities Acquired on Exercise	Aggregate Value Realized	Exercisable	Unexercisable	Exercisable	Unexercisable
Edward M. Siegel, Jr.	240,000	\$4,040,500	130,000	655,000	\$751,822	\$6,049,038
Brian R. Hedges	135,000	\$2,092,700	30,000	305,000	\$ 21,495	\$2,828,479
Marion E. Britton	27,000	\$ 392,200	7,000	66,000	\$ 6,650	\$ 564,650
Maureen A. Kelly	---	---	35,000	48,000	\$486,900	\$ 421,750
David J. Halcrow	14,000	\$ 227,650	10,000	44,000	\$ 59,000	\$ 351,550

(1) Based on the closing price of a common share on The Toronto Stock Exchange on December 29, 2006 of \$26.70.

SHARE OPTION PLAN

We have established a Share Option Plan for our employees and officers. Approximately 87 of our employees currently hold options to acquire common shares pursuant to the Plan. This represents approximately 3.5% of all employees. During 2006, options were granted to named executive officers identified in the foregoing tables, and 305,000 options were granted to other employees.

The following table sets forth information relating to options for 2006. As at December 31, 2006, an aggregate of 2,014,033 common shares would be issued if all the then outstanding share options were exercised and 1,104,309 options were available for future grants under the Plan.

Share Option Plan	Number of Options	Weighted Average Exercise Price	Number of Options Available for Future Grants
Balance, January 1, 2006	1,869,466	\$11.12	
Granted	865,000	\$25.88	
Exercised	(710,833)	\$ 9.23	
Expired and forfeited	(9,600)	\$19.20	
Balance, December 31, 2006	2,014,033	\$18.09	1,104,309

Terms of the Share Option Plan

Subject to the requirements of the Share Option Plan, the Board of Directors has the authority to select those employees and officers to whom share options are granted and the number of share options granted to each individual. Options vest in accordance with terms determined by the Board, but for the options outstanding they were immediately exercisable as to 20% of the optioned common shares and are exercisable as to an additional 20% following each of the first, second, third and fourth anniversaries of the date of the grant. The options granted pursuant to the Share Option Plan are not transferable and have a maximum term of ten years.

The exercise price of an option is not less than the Market Price on the date of the grant of the option, which is the closing price of a common share on The Toronto Stock Exchange on the business day immediately preceding such date. In the event that the common shares did not trade on the business day immediately preceding such date, the Market Price on the date of the grant shall be the average of the bid and ask prices of a common share at the close of trading on the business day immediately preceding such date.

The Board of Directors may amend the Plan from time to time. Shareholder approval is required to increase the total number of common shares reserved for options under the Plan, decrease the Option Price of any options granted under the Plan or modify the provisions of the Plan relating to eligibility if the modifications would have the potential of broadening increased insider participation.

Shares Available to Grant

In 2005, shareholders approved an amendment to the Plan to permit the grant of options under the Plan provided that the aggregate number of common shares reserved for issuance under the Plan at any time shall not exceed 5% of the outstanding common shares (on an undiluted basis). As at March 1, 2007, there were 62,435,042 common shares outstanding. The aggregate maximum number of common shares that can be reserved for issuance under the Plan is 3,121,752. The Plan is automatically replenished on the exercise or cancellation of outstanding options.

Termination or Death of Optionee

On termination of employment, unvested share options are forfeited and vested share options may only be exercised for a period of 30 days following termination, subject to the discretion of the Board of Directors to extend such period to not later than the original expiry date of the options and the fourth anniversary of termination of employment. Upon death of an eligible person, the deceased participant's legal personal representative may exercise all options that vest in accordance with the terms of the Share Option Plan for a period of eighteen months following death.

EMPLOYEE SHARE PURCHASE PLAN

We have an Employee Share Purchase Plan (the "Value Sharing Plan") to provide our employees with the opportunity to purchase common shares, furthering participants' alignment with the interests of shareholders and allowing them to share in the financial success to which they contribute. New employees may join the Value Sharing Plan on the first day of the month following the completion of three months of employment. Employees may contribute between a minimum of 1% and a maximum of 5% of their base pay through payroll deductions. We contribute one-third of an employee's contributions to acquire additional common shares. We do not make contributions in respect of additional or lump sum employee contributions. The Value Sharing Plan is available to all employees in Canada and the United States.

The Value Sharing Plan is administered by Sunlife in Canada and by Lasalle National Bank in the United States. These institutions administer the Value Sharing Plan independently of us. Common shares are purchased in the market on behalf of participants at current market prices. An employee may withdraw his or her employee contribution at any time, but if the employer contribution is withdrawn, he or she may not re-enter the Value Sharing Plan for six months.

INDEBTEDNESS OF DIRECTORS AND NAMED EXECUTIVE OFFICERS UNDER SECURITIES PURCHASE PROGRAMS

No current or former Director, executive officer, employee, proposed nominee for election as a Director or any associate of any such Director or officer or proposed nominee had any indebtedness to, or guaranteed or supported by, Russel Metals or any of its subsidiaries as at December 31, 2006.

RETIREMENT BENEFITS

Russel Metals provides retirement benefits in various forms, including insurance policies and pension plans.

CEO PLANS

Insurance Policy

In 2000, we signed an agreement with Mr. Siegel to fund a Split Dollar Whole Life Insurance Policy. The agreement requires the payment by Russel Metals of up to US \$200,000 per year for approximately 13 years to fund a Whole Life Insurance Policy for the benefit of Mr. Siegel's estate or a beneficiary nominated by him, for US \$6.5 million. The premiums paid will be reimbursed from the insurance proceeds or from the excess cash surrender value commencing when the Whole Life Insurance Policy has been fully funded.

Defined Contribution Plan

Mr. Siegel participates in our Defined Contribution Plan covering our U.S. employees. We make contributions based on a percentage of Mr. Siegel's compensation up to a maximum each year. The maximum contribution allowed for 2006 was US \$8,800 and is included in the Summary Compensation Table located on page 18. All contributions are vested immediately.

CFO DEFINED BENEFIT PLANS

Based upon current salary levels and employment to age 63, the estimated annual pension benefit payable upon retirement at age 65 to Mr. Hedges from our defined benefit pension plan and the supplementary retiring allowance agreement discussed below is \$235,567.

The 2006 service costs for Mr. Hedges' pension were \$118,000 and the total actuarial value of projected obligations for service to December 31, 2006 was \$1,544,000. The value has been determined using the same actuarial assumptions as those used to determine the year-end pension plan valuations disclosed in note 14 of the 2006 consolidated financial statements.

Supplementary Retiring Allowance Agreement

We have entered into a supplementary retiring allowance agreement with Mr. Hedges. Under this agreement he becomes entitled to a maximum annual pension at age 65 equal to the product obtained by multiplying 3% by the number of years of service to a maximum of 20, including periods of permanent disability, by his highest annual salary averaged over three years. The total retiring allowance paid to Mr. Hedges is inclusive of payments he receives from the Canada Pension Plan and our defined benefit plan. If Mr. Hedges ceases to be employed by us prior to age 65 and he elects to accelerate the payment of his supplementary pension, the annual amount to which he will be entitled will be reduced by one-half of 1% for each calendar month prior to the first month in which he would be 65 years of age. On the death of Mr. Hedges following retirement, his surviving spouse would become entitled to a pension of up to two-thirds of his supplementary pension. If there is no surviving spouse, a lump sum is payable to a named beneficiary in the amount of 60 times the monthly pension benefit, less any amount paid to Mr. Hedges during his lifetime pursuant to the supplementary retiring allowance agreement. The agreement also provides for payment in the event of death and for payments in the event of termination of employment without just cause following a change of control. We have agreed to make payments to a separate trust, of the actuarially determined amount necessary to fund the pension obligations arising after January 1, 2003 under the supplementary retiring allowance agreement. In 2006, we paid an aggregate of \$102,217 in respect of future service obligations related to 2006. As of December 31, 2006, Mr. Hedges had 12.5 years of credited service.

CAO DEFINED BENEFIT PLAN

Ms. Britton participates in a defined benefit final average formula plan which will provide an annual pension equal to 1.3% of pensionable earnings up to the Canada Pension Plan maximum pensionable earnings level and 2% of pensionable earnings above such level based on the highest consecutive 60 months pensionable earnings, for each year of credited service subject to the maximum allowed. The normal form of benefit payable at age 65 is a life annuity guaranteed for 120 months or a joint and survivor pension equal to 60% of her pension entitlement. The defined benefit pension entitlement is subject to the maximum allowed under the Income Tax Act for each year of credited service in a defined benefit plan. The limit for 2006 was \$2,111 per year of service.

The 2006 service costs for Ms. Britton's pension were \$28,000 and the total actuarial value of projected obligations for service to December 31, 2006 was \$595,000. The value has been determined using the same actuarial assumptions as those used to determine the year-end pension plan valuations disclosed in note 14 of the 2006 consolidated financial statements.

As of December 31, 2006, Ms. Britton had 22 years of credited service. At age 65, Ms. Britton is entitled to receive the following annual pension payments for the years of service shown: 25 years - \$52,778; 30 years - \$63,333 and 35 years - \$73,889. There are no offsets to the benefit from this plan.

OTHER NAMED EXECUTIVE OFFICERS

Registered Retirement Savings Plan

Contributions were made on behalf of Ms. Kelly and Mr. Halcrow to a Registered Retirement Savings Plan. These amounts are included in the Summary Compensation Table located on page 18 of this Circular.

CEO EMPLOYMENT AGREEMENT

In August of 1997, we entered into an employment agreement with Mr. Siegel, which provided for his employment as President and Chief Executive Officer effective August 12, 1997. The agreement provided for compensation with respect to Mr. Siegel's annual base salary, bonus entitlement (expressed as a variable percentage of his base salary which increases with the level of basic earnings per share of Russel Metals) and grant of options to acquire common shares. Mr. Siegel's salary, bonus and stock options awarded for 2006 are disclosed in the summary compensation table for named executive officers located on page 18 of this Circular. Pursuant to this agreement, Mr. Siegel is entitled to be compensated for the difference in effective income tax rates in Canada and the United States. Mr. Siegel is entitled to benefits similar to those enjoyed by our other executive officers pursuant to our normal benefit plans, practices and policies. Mr. Siegel's employment agreement provides for severance pay equal to two times his annual salary, plus amounts estimated to be payable pursuant to any profit sharing, incentive compensation or bonus program, in the event that his employment is terminated without just cause.

CEO AND CFO CHANGE OF CONTROL AGREEMENTS

We have entered into change of control employment agreements with Messrs. Siegel and Hedges providing for the continued employment of Mr. Siegel for two years and Mr. Hedges for three years following a change of control and for severance payments in certain circumstances in the event of the termination of their employment within such period. Such circumstances include termination of employment by Russel Metals (other than for just cause, disability or retirement) or termination of employment by the executive officer for good reason.

A "change of control" includes the acquisition of effective control by a person or group of persons acting in concert and a determination by the Directors that a change of control has occurred or is about to occur. For such purpose, any person or group holding securities which entitle such holder or holders to cast more than 25% of the votes attaching to all shares in the capital of the Company, which may be cast to elect Directors, shall be deemed to be in a position to exercise effective control. A change of control will also have occurred if incumbent Directors cease to constitute a majority of the Board of Directors. For this purpose an incumbent Director is any member of the Board of Directors of the Company who was a Director immediately prior to the event which gave rise to the change of control, and any successor to an incumbent Director who was recommended or elected or appointed to succeed an incumbent Director by the affirmative vote of a majority of the incumbent Directors. Upon termination in the foregoing circumstances, Mr. Siegel is entitled to receive a lump sum payment of two, and Mr. Hedges is entitled to receive a lump sum payment of three, times their then current salary, including amounts estimated to be payable pursuant to any profit sharing, incentive compensation or bonus program. Messrs. Siegel and Hedges are also entitled to receive an amount on account of the value of all options or other rights to acquire our common shares held by them or to which they would have been entitled, an amount on account of pension benefits to which they would have been entitled and certain other benefits.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The disclosure set out below reflects our compliance with National Policy 58-201 (Corporate Governance Guidelines) and National Instrument 58-101 (Corporate Governance Practices) (the "CSA Governance Rules").

DISCLOSURE REQUIREMENT	PRACTICES OF RUSSEL METALS INC.
Independence of the Board	More than a majority of our Directors are independent. The only Director who is not independent is Mr. Siegel, as he is President and Chief Executive Officer of Russel Metals.
Other Board Positions held by the Company's Directors	Each of Alain Benedetti, James F. Dinning, Anthony F. Griffiths and Lise Lachapelle sit on the boards of other public companies. These companies are disclosed in the Director nominee table beginning on page 6 of this Circular.
In Camera Meetings	The independent Directors meet in camera at each scheduled quarterly Board meeting. Last year there were four in camera sessions.
Independent Chairman	Mr. Griffiths is the Chairman of the Board and is an independent Director.
Board Charter	<p>The Board charter is included as Schedule A to this Circular, beginning on page 29.</p> <p>Under the charter, the Board has explicitly assumed stewardship responsibility for Russel Metals as well as responsibility for the matters specifically set out in the CSA Governance Rules.</p> <p>The charter provides that the Board of Directors shall review and approve our strategic direction, and annual business plan and our capital expenditure budget. In addition, the Board approves acquisitions and all capital expenditures in excess of \$1.0 million. It also reviews and approves changes in business focus, corporate financings and debt issues.</p>
Size of Board	Our articles require us to have a minimum of seven and a maximum of 12 Directors. Our Board believes that a Board with a number of Directors within this range will allow it to operate effectively. The number of Directors to be elected at the Meeting is set at eight. The size and composition of the Board brings a balance of industry and operational expertise as well as backgrounds in other areas that Management believes are of benefit to us.

DISCLOSURE REQUIREMENT

PRACTICES OF RUSSEL METALS INC.

Board Committees

The following is a list of Russel Metals' Board committees:

- Audit Committee
- Nominating and Corporate Governance Committee
- Management Resources and Compensation Committee
- Environmental Management and Health & Safety Committee

The members of these committees are listed on page 10 of this Circular. The Board has adopted charters for each of these committees.

Position descriptions

The Board has approved position descriptions for:

- the Chairman of the Board
- the Chairman of each Committee of the Board
- the Chief Executive Officer

The Board is satisfied that the functions and respective responsibilities of the Board and Management are clearly understood and supported by all participants in our governance process.

The Board expects Management to keep it apprised of all material risks facing us and to provide it with regular reports on our activities and on any external developments that are likely to affect the Company. The Board also expects Management to advise it of any events that have or are likely to have a material effect on the Company. The interaction between the Board and Management challenges Management to proactively manage the cyclical nature of the business to ensure it maximizes shareholder value.

Copies of the committee charters and the position descriptions referred to above are available from our website located at www.russelmetals.com (see "About Russel Metals" and "Corporate Governance").

Orientation Program

New Directors joined the Board in 2003, 2005 and 2006. We provide new Directors with background and information about Russel Metals to assist the Director in becoming conversant with our business and priorities, as well as information concerning the industry in which we and our major competitors operate. New Directors also participate in tours of our facilities and in small group sessions with senior management personnel as part of their orientation process.

Ongoing Education Program

We provide Directors with supplemental Company specific and industry general information on an ongoing basis, not less frequently than quarterly, as part of a continuous education program designed to keep them current with respect to factors affecting the Company. This program also includes periodic tours of our facilities, and presentations by senior corporate and operating personnel. It also includes periodic presentations concerning legal and policy developments affecting Canadian public companies generally and the responsibilities of Directors.

DISCLOSURE REQUIREMENT

PRACTICES OF RUSSEL METALS INC.

Directors are required to thoroughly review meeting material provided by Management, in advance of Board of Directors' meetings. Directors are required to attend meetings in person, when possible and practicable. Director attendance is disclosed in the Director nominee table beginning on page 6 of this Circular.

Culture of Ethical Business Conduct

The Board has approved and adopted a Code of Business Conduct and Ethics Policy, which applies to all our Directors, officers and employees. This code can be found on our website at www.russelmetals.com (see "About Russel Metals" and "Corporate Governance") and on SEDAR (www.sedar.com).

Monitoring Compliance with Code of Business Conduct and Ethics and other Policies

The Board has adopted a requirement for regular reports on compliance with the Code of Business Conduct and Ethics Policy, as well as other Company policies. Management provides the Board with a written compliance report on a quarterly basis, with regard to such policies.

Conflict of Interest

We have no contracts or other arrangements in place in which any of our Directors or officers has a material interest and we do not anticipate entering into any such arrangement. If any such arrangement were to arise, it would first be considered by the Audit Committee and approved by the Board of Directors (in each case, without the participation of the Director who had the material interest in question).

Audit Committee

The charter for the Audit Committee includes responsibility for reviewing our quarterly and annual financial statements and management's discussion and analysis of financial condition and results of operations and for monitoring our internal control procedures. The Audit Committee meets regularly with our external auditors without Management being present. All members of the Committee are independent Directors. Additional information with respect to the Audit Committee, including its charter, can be found in our annual information form. Our annual information form can be found on our website at www.russelmetals.com (see "About Russel Metals", "Investor Relations" and "Financial Reports") and on SEDAR (www.sedar.com).

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is a fully independent committee of the Board.

It is responsible for:

- developing and recommending governance guidelines for the Company (and periodic review of those guidelines);
- identifying individuals qualified to become members of the Board; and
- recommending Director nominees to be put before the shareholders at each annual meeting.

The Board annually appoints the Nominating and Corporate Governance Committee and its Chairman. As part of each meeting, Committee members meet without any member of Management present. The Committee has the authority to retain and compensate any consultants and advisors it considers necessary to fulfill its mandate.

DISCLOSURE REQUIREMENT

PRACTICES OF RUSSEL METALS INC.

Nomination of New Directors

The Nominating and Corporate Governance Committee has responsibility for making recommendations to the Board concerning new Director candidates. As and when new Directors have been required from time to time, the Nominating and Corporate Governance Committee has determined the skill set of a potential Director that it believed would best suit us in the circumstances. The Committee develops profiles of individuals whose background and skills would complement those of the existing Directors for consideration by the Board.

Management Resources and Compensation Committee

The Board annually appoints a fully independent Management Resources and Compensation Committee and its Chairman. The responsibilities of the Committee include:

- reviewing and making recommendations to the Board (without the participation of the CEO) concerning compensation for our CEO;
- reviewing and making recommendations to the Board concerning compensation of other executive officers and Directors, incentive-based plans and equity-based plans;
- approving and monitoring share ownership policies; and
- reviewing compensation disclosure in public documents, including the Committee's annual report on executive compensation, for inclusion in our information circular in accordance with applicable rules and regulations.

Operation of the Management Resources and Compensation Committee

The Management Resources and Compensation Committee considers matters within its mandate and makes recommendations to the full Board.

As part of each meeting, Committee members meet without any member of Management present. The Committee has the authority to retain and compensate any consultants and advisors it considers necessary.

Determining Director and Officer Compensation

The Management Resources and Compensation Committee recommends the compensation for the Chief Executive Officer to the Board and reviews compensation policies and levels for our other executive officers to ensure that their compensation is competitive and reasonably related to personal and corporate performance. It uses various information sources, including independent consultants, to monitor the competitive position of Russel Metals' salaries, bonus plans and stock-based incentives, and to assess the effectiveness of our incentive plans in contributing to corporate performance. The Committee determines Director compensation with reference to board compensation of comparably sized Canadian companies. See "Compensation of Non-executive Directors" on page 12 of this Circular.

DISCLOSURE REQUIREMENT**PRACTICES OF RUSSEL METALS INC.****Environmental Management and Health & Safety Committee**

The mandate of the Environmental Management and Health & Safety Committee is to monitor, evaluate and make recommendations to the Board for the purposes of ensuring that we conduct our activities in a manner that complies with applicable environmental and occupational health and safety laws. These activities should minimize adverse impacts on the natural environment and to the communities in which we reside and operate in a manner that respects the health and safety of our employees.

Board, Committee and Individual Director Assessment

Each Director completes a questionnaire annually assessing the performance of the Board and its committees. The questionnaires are submitted to the Secretary (a partner of Davies Ward Phillips & Vineberg LLP and not a member of Management) who in turn discusses the issues raised by the Directors in their responses with the Chairman and the Board. Each Committee is required to review annually at a meeting of the Committee, the effectiveness and contributions of the Committee, and to report to the Board with respect to such review. The Board has also adopted a requirement that each Director also submit annually to the Chairman a completed self-assessment form, which is designed to improve individual Director performance through critical self-evaluation. It is expected that individual and corporate goals can be more readily achieved as Directors are assisted in identifying areas that may be improved. The questionnaire is designed to encourage each Director to thoughtfully consider ways in which his or her effectiveness may be increased and to identify areas where we can assist in improving Directors' performance.

Outside Advisors

Each committee of the Board is entitled to engage outside advisors at our expense in connection with its mandate. Directors may engage advisors at our expense for other purposes with the concurrence of the Chair of the Nominating and Corporate Governance Committee.

CERTIFICATE

The Board of Directors has approved the contents and the sending of this Management Proxy Circular.

DATED the 1st day of March, 2007.



WILLIAM M. O'REILLY,
Secretary

SCHEDULE A – CHARTER OF THE BOARD OF DIRECTORS

GENERAL

1. *Purpose and Responsibility of the Board*

By approving this Charter, the Board explicitly assumes responsibility for the stewardship of Russel Metals Inc. and its business. This stewardship function includes responsibility for the matters set out in this Charter, which form part of the Board's statutory responsibility to manage or supervise the management of Russel's business and affairs.

2. *Review of Charter*

The Board shall review and assess the adequacy of this Charter annually and at such other times as it considers appropriate and shall make such changes as it considers necessary or appropriate.

3. *Definitions and Interpretation*

3.1 *Definitions*

In this charter:

- (a) "Russel" means Russel Metals Inc.;
- (b) "Board" means the board of directors of Russel;
- (c) "CEO" means Russel's chief executive officer;
- (d) "Chair" means the chair of the Board;
- (e) "Charter" means this charter, as amended from time to time;
- (f) "Director" means a member of the Board; and
- (g) "Stock Exchanges" means, at any time, the Toronto Stock Exchange and any other stock exchange on which any securities of Russel are listed for trading at the applicable time.

3.2 *Interpretation*

This Charter is subject to and shall be interpreted in a manner consistent with Russel's articles, by-laws, the *Canada Business Corporations Act* (the "CBCA"), and any other applicable legislation.

CONSTITUTION OF THE BOARD

4. *Election and Removal of Directors*

4.1 *Number of Directors*

The Board shall consist of such number of Directors as the Board may determine from time to time, within the range set out in Russel's articles of incorporation at such time.

4.2 *Election of Directors*

Directors shall be elected by the shareholders annually for a one year term, but if Directors are not elected at any annual meeting, the incumbent directors shall continue in office until their successors are elected.

4.3 *Vacancies*

The Board may appoint a member to fill a vacancy which occurs in the Board between annual elections of Directors, to the extent permitted by the CBCA.

4.4 *Ceasing to Be a Director*

A Director will cease to hold office upon:

- (a) delivering a resignation in writing to Russel;
- (b) being removed from office by an ordinary resolution of the shareholders;
- (c) his or her death; or
- (d) becoming disqualified from acting as a Director.

4.5 *Deemed Resignation*

A Director shall submit his or her resignation to Russel (which resignation may or may not be accepted) if that director changes his or her principal occupation.

5. ***Criteria for Directors***

5.1 *Qualifications of Directors*

Every Director shall be an individual who is at least 18 years of age, has not been determined by a court to be of unsound mind and does not have the status of bankrupt.

5.2 *Residency*

At least 25% of the Directors shall be resident Canadians.

5.3 *Independence of Directors*

- (a) At least one-third of the Directors shall not be officers or employees of Russel or any of its affiliates.
- (b) At least a majority of the Directors shall be independent for the purposes of all applicable regulatory and stock exchange requirements.

5.4 *Share Ownership*

Subject as hereinafter provided, each Director shall beneficially own, directly or indirectly, Common Shares or deferred share units or combination thereof valued at three times the annual board retainer. Any Director who does not meet this requirement at the date of his or her first election or re-election to the Board following implementation of this policy is required to achieve such ownership level within three years of the date of such first election or re-election.

5.5 *Other Criteria*

The Board may establish other criteria for Directors as contemplated in this Charter.

6. ***Board Chair***

6.1 *Board to Appoint Chair*

The Chair shall be an independent Director.

6.2 *Chair to Be Appointed Annually*

The Board shall appoint the Chair annually at the first meeting of the Board after a meeting of the members at which Directors are elected. If the Board does not so appoint a Chair, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

7. ***Remuneration of Directors and Retaining Advisors***

7.1 *Remuneration*

Members of the Board and the Chair shall receive such remuneration for their service on the Board as the Board may determine from time to time, in consultation with the Management Resources and Compensation Committee of the Board.

7.2 *Retaining and Compensating Advisors*

Each Director shall have the authority to retain outside counsel and any other external advisors from time to time as appropriate with the approval of the chair of the Nominating and Corporate Governance Committee.

MEETINGS OF THE BOARD

8. ***Meetings of the Board***

8.1 *Time and Place of Meetings*

Meetings of the Board shall be called and held in the manner and at the location contemplated in Russel's by-laws.

8.2 *Frequency of Board Meetings*

Subject to Russel's by-laws, the Board shall meet at least four times per year on a quarterly basis.

8.3 *Quorum*

In order to transact business at a meeting of the Board:

- (a) at least a majority of Directors then in office shall be present; and
- (b) at least 25% of the Directors present must be resident Canadians (or, if this is not the case, a resident Canadian Director who is unable to be present and whose presence at the meeting would have resulted in the required number of resident Canadian Directors being present, must approve the business transacted at the meeting, whether in writing, by phone or otherwise).

8.4 *Secretary of the Meeting*

The Chair shall designate from time to time a person who may, but need not, be a member of the Board, to be Secretary of any meeting of the Board.

8.5 *Right to Vote*

Each member of the Board shall have the right to vote on matters that come before the Board.

8.6 *Invitees*

The Board may invite any of Russel's officers, employees, advisors or consultants or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

9. ***In Camera Sessions***

9.1 *In Camera Sessions of Non-Management Directors*

At the conclusion of each regularly scheduled quarterly meeting of the Board, the non-management Directors shall meet without any member of management being present (including any Director who is a member of management).

9.2 *In Camera Sessions of Independent Directors*

To the extent that non-management Directors include Directors who are not independent Directors as contemplated in this Charter, the independent Directors shall meet at the conclusion of each regularly scheduled quarterly meeting of the Board with only independent Directors present.

DELEGATION OF DUTIES AND RESPONSIBILITIES OF THE BOARD

10. *Delegation and Reliance*

10.1 *Delegation to Committees*

The Board may establish and delegate to committees of the Board any duties and responsibilities of the Board which the Board is not prohibited by law from delegating. However, no committee of the Board shall have the authority to make decisions which bind Russel, except to the extent that such authority has been specifically delegated to such committee by the Board.

10.2 *Requirement for Certain Committees*

The Board shall establish and maintain the following committees of the Board, each having mandates that incorporate all applicable legal and Stock Exchange listing requirements and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate:

- (a) Audit Committee;
- (b) Nominating and Corporate Governance Committee; and
- (c) Management Resources and Compensation Committee.

10.3 *Composition of Committees*

The Board will appoint and maintain in office, members of each of its committees such that the composition of each such committee is in compliance with listing requirements of the Stock Exchanges and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate and shall require the Nominating and Corporate Governance Committee to make recommendations to it with respect to such matters.

10.4 *Review of Charters*

On an annual basis, the Board will review the recommendations of the Nominating and Corporate Governance Committee with respect to the charters of each committee of the Board. The Board will approve those changes to the charters that it determines are appropriate.

10.5 *Delegation to Management*

Subject to Russel's articles and by-laws, the Board may designate the offices of Russel, appoint officers, specify their duties and delegate to them powers to manage the business and affairs of Russel, except to the extent that such delegation is prohibited under the CBCA or limited by the articles or by-laws of Russel or by any resolution of the Board or policy of Russel.

10.6 *Limitations on Management Authority*

- (a) Management shall exercise its authority in accordance with the following documents approved by the Board:
 - (i) strategic plan;
 - (ii) annual business plan;
 - (iii) capital expenditure budget.

- (b) Management may not take the following actions without the approval of the Board:
 - (i) expenditures in excess of \$1 million;
 - (ii) change in business focus;
 - (iii) issuance of securities;
 - (iv) borrowing outside of the ordinary course of business.

10.7 *Reliance on Management*

The Board is entitled to rely in good faith on the information and advice provided to it by Russel's management.

10.8 *Reliance on Others*

The Board is entitled to rely in good faith on information and advice provided to it by advisors, consultants and such other persons as the Board considers appropriate.

10.9 *Oversight*

The Board retains responsibility for oversight of any matters delegated to any committee of the Board or to management.

DUTIES AND RESPONSIBILITIES

11. ***Duties of Individual Directors***

11.1 *Fiduciary Duty and Duty of Care*

In exercising his or her powers and discharging his or her responsibilities, a Director shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2 *Compliance with CBCA and Constatng Documents*

A Director shall comply with the CBCA and the regulations to the CBCA as well as with Russel's articles and by-laws.

11.3 *Compliance with Russel's Policies*

A Director shall comply with all policies of Russel applicable to members of the Board as approved by the Board.

12. ***Responsibilities of Directors***

12.1 *Responsibilities set out in Charter*

A Director shall review and participate in the work of the Board necessary in order for the Board to discharge the duties and responsibilities set out in accordance with the Charter.

12.2 *Orientation and Education*

A Director shall participate in the orientation and continuing education programs developed by Russel for the Directors.

12.3 *Meeting Preparation and Attendance*

In connection with each meeting of the Board and each meeting of a committee of the Board of which the Director is a member, a Director shall:

- (a) Review thoroughly the material provided to the Director by management in connection with the meeting, provided that such review is practicable in view of the time at which such material was delivered to the Director.
- (b) Attend each meeting in person to the extent practicable (unless the meeting is scheduled to be held by phone or video-conference).

12.4 *Assessment*

A Director shall participate in such processes as may be established by the Board for assessing the Board, its committees and individual Directors.

12.5 *Other Responsibilities*

A Director shall perform such other functions as may be delegated to that Director by the Board or any committee of the Board from time to time.

13. ***Board Responsibility for Specific Matters***

13.1 *Responsibility for Specific Matters*

The Board explicitly assumes responsibility for the matters set out below, recognizing that these matters represent in part responsibilities reflected in requirements and recommendations adopted by applicable securities regulators and the Stock Exchanges and do not limit the Board's overall stewardship responsibility or its responsibility to manage or supervise the management of Russel's business and affairs.

13.2 *Delegation to Committees*

Whether or not specific reference is made to committees of the Board in connection with any of the matters referred to below, the Board may direct any committee of the Board to consider such matters and to report and make recommendations to the Board with respect to these matters.

14. ***Corporate Governance Generally***

14.1 *Governance Practices and Principles*

The Board shall be responsible for Russel's approach to corporate governance.

14.2 *Governance Principles*

- (a) **Governance Principles.** The Board shall review and approve, if appropriate, a set of governance principles and guidelines appropriate for Russel (the "Governance Principles").
- (b) **Amendments.** The Board shall review the Governance Principles at least annually and shall adopt such changes to the Governance Principles as it considers necessary or desirable from time to time.

14.3 *Governance Disclosure*

- (a) **Approval of Disclosure.** The Board shall approve disclosure about Russel's governance practices in any document before it is delivered to Russel's shareholders or filed with securities regulators or with the Stock Exchanges.

- (b) Determination that Differences Are Appropriate. If Russel's governance practices differ from those recommended by Canadian securities regulators or the Stock Exchanges, the Board shall consider these differences and why the Board considers them to be appropriate.

14.4 *Delegation to Nominating and Corporate Governance Committee*

The Board may direct the Nominating and Corporate Governance Committee to consider the matters contemplated in this Section 14 and to report and make recommendations to the Board with respect to these matters.

15. ***Responsibilities Relating to Management***

15.1 *Integrity of Management*

The Board shall, to the extent feasible, satisfy itself:

- (a) as to the integrity of the CEO and other senior officers; and
- (b) that the CEO and other senior officers create a culture of integrity throughout the organization.

15.2 *Succession Planning*

The Board shall be responsible for succession planning, including appointing, training and monitoring senior management.

15.3 *Executive Compensation Policy*

The Board shall receive recommendations of the Management Resources and Compensation Committee and make such determinations as it considers appropriate with respect to:

- (a) CEO's compensation level (without the participation of the CEO);
- (b) non-CEO officer compensation;
- (c) director compensation;
- (d) incentive-compensation plans; and
- (e) equity-based plans.

16. ***Oversight of the Operation of the Business***

16.1 *Risk Management*

Taking into account the reports of management and such other persons as the Board may consider appropriate, the Board shall identify the principal risks of Russel's business and satisfy itself as to the implementation of appropriate systems to manage these risks.

16.2 *Strategic Planning Process*

The Board shall adopt a strategic planning process and shall approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of Russel's business.

16.3 *Internal Control and Management Information Systems*

The Board shall review the reports of management and the Audit Committee concerning the integrity of Russel's internal control and management information systems. Where appropriate, the Board shall require management (overseen by the Audit Committee) to implement changes to such systems to ensure integrity of such systems.

16.4 *Communications Policy and Feedback Process*

- (a) The Board shall review and, if determined appropriate, approve a communication policy for Russel for communicating with shareholders, the investment community, the media, governments and their agencies, employees and the general public. The Board shall consider, among other things, the recommendations of management and the Nominating and Corporate Governance Committee with respect to this policy.
- (b) The Board shall establish a process pursuant to which the Board can receive feedback from securityholders.

16.5 *Financial Statements*

- (a) The Board shall receive regular reports from the Audit Committee with respect to the integrity of Russel's financial reporting system and its compliance with all regulatory requirements relating to financial reporting.
- (b) The Board shall review the recommendation of the Audit Committee with respect to the annual financial statements of Russel to be delivered to shareholders. If appropriate, the Board shall approve such financial statements.

16.6 *Capital Management*

The Board shall receive regular reports from management on the structure and management of Russel's capital.

16.7 *Pension Plan Matters*

The Board shall receive and review reports from management and from the Audit Committee covering administration, investment performance, funding, financial impact, actuarial reports and other pension plan related matters.

16.8 *Code of Business Conduct and Ethics*

The Board will review and approve a Code of Business Conduct and Ethics for Russel. In adopting this code, the Board will consider the recommendations of the Nominating and Corporate Governance Committee concerning its compliance with applicable legal and Stock Exchange listing requirements and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate.

16.9 *Compliance and Disclosure*

The Board will direct the Nominating and Corporate Governance Committee to monitor compliance with the Code of Business Conduct and Ethics and recommend disclosures with respect thereto. The Board will consider any report of the Nominating and Corporate Governance Committee concerning these matters, and will approve, if determined appropriate, the disclosure of the Code of Business Conduct and Ethics and of any waiver granted to a director or senior officer of Russel from complying with the Code of Business Conduct and Ethics.

17. *Nomination of Directors*

17.1 *Nomination and Appointment of Directors*

- (a) The Board shall nominate individuals for election as directors by the shareholders and shall require the Nominating and Corporate Governance Committee to make recommendations to it with respect to such nominations.

- (b) The Board shall adopt a process recommended to it by the Nominating and Corporate Governance Committee pursuant to which the Board shall:
 - (i) consider what competencies and skills the Board, as a whole, should possess; and
 - (ii) assess what competencies and skills each existing Director possesses.

18. ***Board Effectiveness***

18.1 *Position Descriptions*

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Corporate Governance Committee concerning formal position descriptions for:

- (a) the Chair of the Board, the Lead Director (if any) and for the Chair of each committee of the Board; and
- (b) the CEO.

18.2 *Director Orientation and Continuing Education*

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Corporate Governance Committee concerning:

- (a) a comprehensive orientation program for new Directors; and
- (b) a continuing education program for all Directors.

18.3 *Board, Committee and Director Assessments*

The Board shall review and, if determined appropriate, adopt a process recommended by the Nominating and Corporate Governance Committee for assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual Directors on an annual basis.

18.4 *Annual Assessment of the Board*

Each year, the Board shall assess its performance and effectiveness in accordance with the process established by the Nominating and Corporate Governance Committee.

