

# Annual Report

March 31, 2015



**taiga**  
building products

A hand is shown at the top of the page, pouring a drop of water. Below, a small green seedling with two leaves is growing out of a mound of dark, rich soil. The background is a solid light green color.

# EXPERIENCE, EXCELLENCE & GROWTH

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*Our focus will enable us to maintain and attract world-class manufacturers that require their products to get to the markets as quickly and inexpensively as possible.*

## FINANCIAL HIGHLIGHTS

For the 12 months ended March 31	2015 IFRS	2014 IFRS	2013 IFRS	2012 IFRS	2011 IFRS	2010 CGAAP
<b>Sales and Income (\$000's)</b>						
Sales	1,348,718	1,194,259	1,132,743	971,625	981,777	958,901
Gross margin	114,998	96,810	102,815	95,811	88,655	97,437
Cash flow from operations	22,634	27,006	(11,975)	(3,243)	35,963	10,883
Net earnings	11,080	5,076	10,434	3,724	4,001	11,980
<b>Common Share Data</b>						
Weighted average number of shares outstanding	32,414,278	32,414,278	32,414,278	32,414,278	32,414,278	32,414,278
Cash flow from operations per share <sup>(1)</sup>	\$0.70	\$ 0.83	\$ (0.37)	\$ (0.10)	\$ 1.11	\$ 0.34
Net earnings per share <sup>(1)</sup>	0.34	0.16	0.32	0.11	0.12	0.37
<b>Financial Positions (\$000's)</b>						
Working capital	80,909	65,534	48,249	47,425	38,307	36,652
Total assets	347,383	315,840	346,446	298,649	279,104	287,992
Long term liabilities (excluding Subordinated Notes)	36,128	36,806	31,182	35,121	31,320	28,344
Subordinated Notes	128,834	128,834	128,834	128,834	128,834	128,834
Total capital expenditures	1,353	4,571	9,229	2,107	2,958	1,589
<b>Other Data <sup>(2)</sup></b>						
Return on sales	0.82%	0.43%	0.92%	0.38%	0.41%	1.25%
Ratio of current assets to current liabilities	1.37:1	1.32:1	1.20:1	1.23:1	1.20:1	1.17:1
Inventory turnover - times per year	7.82	7.16	7.31	7.02	7.25	7.06
Days sales outstanding	34.28	38.97	42.37	43.55	42.90	42.28
% of operating expense to sales	6.1%	6.2%	6.3%	7.4%	6.7%	6.6%

### Notes

(1) Calculated using the weighted average number of shares outstanding.

(2) "Other Data" are non-GAAP financial measures that do not have any standardized meaning prescribed by the Company's GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. Management believes these non-GAAP financial measures provide useful information to readers concerning the business of Taiga. For the purposes of the information provided under this heading:

(i) "Return on sales" represents net earnings divided by sales;

(ii) "Inventory turnover" represents cost of sales divided by average inventory;

(iii) "Days sales outstanding" represents 365 days divided by annual sales divided by average accounts receivable;

(iv) "% of operating expense to sales" represents the total expenses excluding income tax, subordinated debt interest and other income or expense divided by sales.





PASSING  
THE  
KEYS  
TO  
GROWTH

*We will continue to bring the integrity, the entrepreneurial drive, grit and humour that has led this company.*

## Dear fellow shareholders,

Fiscal year 2015 was a staid affair, and that turned out to be good news for our financial results. The housing market in North America, the pricing of lumber and panel products and winter weather conditions delivered few surprises this fiscal year. This lack of volatility relative to the prior fiscal year helped bolster our year over year results.

Canadian housing starts were comparable to the prior calendar year (188k in 2013 vs 189k in 2014), leading to strong demand for products distributed by our Canadian branches. Our BC branches achieved particular robust results thanks to continued high level of building activity. US housing starts grew 8% over the prior calendar year to just over 1 million. Our branches in Rocklin and Sanger, California and our US export division in Oakville, Ontario all sold more product as a result.

In the prior year we experienced one of the worst collapses in commodity prices on record, which significantly compressed our margins. This year commodity prices remained relatively stable. Lumber prices ended the year close to where they began, trading within a \$70 range. OSB prices also traded relatively flat, ending the year \$20 lower. As a result, our margin on commodity products improved significantly, especially in the first and second quarter.

The winter of 2015 was not especially mild (except for the BC region, where cherry blossoms were blooming in February). Our employees in the Maritimes certainly would not characterize the winter as gentle, after digging out from under 60 centimeters of snow. However, the polar vortex that occurred during the prior fiscal year was sustained over many long months while the weather woes of 2015 were primarily confined to the month of March. The better weather helped drive an 18% increase in sales in our fourth quarter compared to prior year.

## Our Results in Detail

Sales of lumber, panels, treated and engineered wood products increased 11% over the prior year. Our wood product sales benefitted from the trends identified above. Sales of engineered wood products expanded in our Eastern Canadian markets. Our export division, which sells primarily

wood based products, also grew rapidly, contributing to overall growth in the lumber category. While still under competitive pressure, treated lumber sales grew as well. Gross margins on these products lines grew 6% primarily thanks to stable commodity prices.

Sales and gross margins on allied products increased 20% year over year. Trex continued to grow market share in the composite decking category, dwarfing other composite decking products in the marketplace.

## A New Era

As mentioned in previous annual reports, your Board of Directors, with counsel of the past President, had embarked on a transition of Senior Management. Today that new team is in place. This evolution was only the first step, nevertheless important in ensuring continuity.

Your new senior management is not new however when it comes to understanding what Taiga's role in this industry is, or the culture that has been built over 40 years. All of us have had varied roles/experiences within Taiga and as well within this industry. We are a dedicated group.

We will continue to bring the integrity, the entrepreneurial drive, grit and humour that has led this company.

Our commitment to be the lowest cost distributor in our industry is our foundation to success. We will continue to invest in our people, our facilities and our IT systems in effort to improve efficiency in every direction, from service to productivity.

Our focus will enable us to maintain and attract 'world class' manufacturers that require their products to get to the markets as quickly and inexpensively as possible.

In turn, we will work with our customers in this challenging industry that have come to rely on our network of over 20 locations, and the over 450 dedicated employees to make their businesses successful one order at a time.

We know our role! And we are obsessed with it!



Trent Balog  
CEO and President



# A MANAGEMENT TEAM CULTIVATED FOR GROWTH

## TRENT BALOG

### CEO & President

Trent began his career working for Weldwood of Canada in Edmonton, starting in the warehouse and ending up with a distribution sales position working out of Saskatoon and covering North Eastern Saskatchewan. He then moved to Calgary, taking a sales supervisor job with McMillan Bloedel. He was promoted to National Accounts Manager for M&B before moving to Taiga in 1994.

At Taiga, Trent has worked in a number of different roles including pressure treated wood sales manager, Vice President – Western Canadian Operations and most recently Chief Operating Officer.

## GRANT SALI

### CPO & Executive VP Supply Management

Grant's first job in the industry was with Weldwood of Canada, where he started in the warehouse and furthered his career as a salesman in their distribution and mill divisions. In 1982 he accepted a position as the sales manager at Trendwood in Edmonton. He came back to BC in 1988 to work for Cresbrook Forest Industries as a sales manager out of their Cranbrook office.

He was hired by Taiga in 1990 to establish the distribution centre in Kelowna. In 2001 he was promoted to Langley's branch manager and became a VP in 2007 with responsibility for Allied Products, Envirofor and the USA. Prior to his most recent appointment he was EVP Supply Management.

## RUSSELL PERMANN

### COO & Executive VP Operations

Russ spent 8 years at Jaeger Building Systems. When he left Jaeger he was their VP of Sales for North America. He joined Taiga in 2008 as General Manager, Engineered Wood Products and gradually took on greater responsibilities including overseeing our business in the Prairies, and the USA and managing the Envirofor plants.

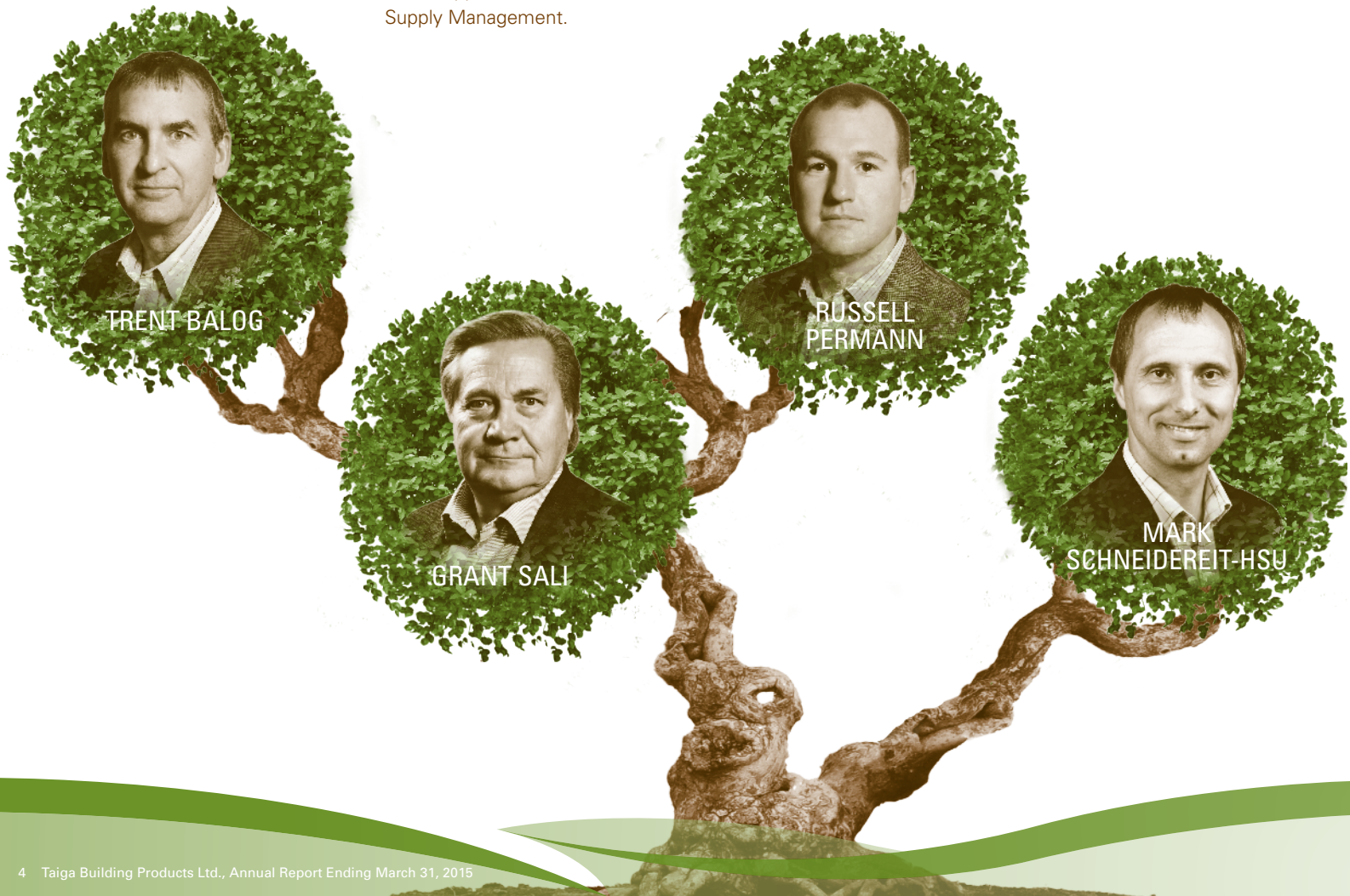
Russ has a BA in Political Science and an MBA from Athabasca University.

## MARK SCHNEIDEREIT-HSU

### CFO and VP Finance & Administration

Mark joined Taiga in 2005 as a Financial and Risk Analyst. In 2007 he was promoted to Manager, Corporate Planning, responsible for treasury, real estate, insurance and HR. Mark was appointed as the Chief Financial Officer of Taiga effective June 1, 2013. Prior to joining Taiga, Mark worked in international development in the Middle East.

He holds a Bachelor of Arts in International Relations and an MBA from McGill University. He is also a Chartered Professional Accountant (CPA, CMA).



# OUR CUSTOMERS HAVE COME TO RELY ON OUR NETWORK



- DISTRIBUTION CENTRES
- WOOD PRESERVATION AND REMANUFACTURING PLANTS
- RELOAD CENTRES

**1) Nanaimo, British Columbia**  
10,500 sq.ft. building  
on 2.0 acres  
Distribution Centre

**2) Langley, British Columbia**  
105,000 sq.ft. building  
on 10.0 acres  
Distribution Centre

**3) Langley, British Columbia**  
42,000 sq.ft. building  
on 12.4 acres  
Wood Preservation Plant

**4) Kelowna, British Columbia**  
14,500 sq.ft. building  
on 2.5 acres  
Distribution Centre

**5) Calgary, Alberta**  
50,000 sq.ft. building  
on 15.0 acres  
Distribution Centre

**6) Edmonton, Alberta**  
85,000 sq.ft. building  
on 14.0 acres  
Distribution Centre

**7) Edmonton, Alberta**  
54,000 sq.ft. building  
on 8.5 acres  
Wood Preservation Plant

**8) Saskatoon, Saskatchewan**  
14,400 sq.ft. building  
on 4.0 acres  
Distribution Centre

**9) Regina, Saskatchewan**  
21,000 sq.ft. building  
on 4.2 acres  
Distribution Centre

**10) Winnipeg, Manitoba**  
14,000 sq.ft. building  
on 4.0 acres  
Distribution Centre

**11) Sudbury, Ontario**  
14,000 sq.ft. building  
on 5.0 acres  
Distribution Centre

**12) Monetville, Ontario**  
20,924 sq.ft. building  
on 10.8 acres  
Wood Preservation Plant

**13) Milton, Ontario**  
68,000 sq.ft. building  
on 11.5 acres  
Distribution Centre

**14) Boucherville, Quebec**  
52,923 sq.ft. building  
on 12.0 acres  
Distribution Centre

**15) St. Augustin, Quebec**  
36,000 sq.ft. building  
on 7.0 acres  
Distribution Centre

**16) Dartmouth, Nova Scotia**  
58,000 sq.ft. building  
on 6.5 acres  
Distribution Centre

**17) Moncton, New Brunswick**  
20,000 sq.ft. building  
on 2.0 acres  
Distribution Centre

**18) Paradise, Newfoundland**  
11,000 sq.ft. building  
on 1.5 acres  
Distribution Centre

**19) Rocklin, California**  
100,000 sq.ft. building  
on 15.0 acres  
Distribution Centre

**20) Sanger, California**  
109,250 sq.ft. building  
on 12.6 acres  
Distribution Centre



# MANAGEMENT'S DISCUSSION AND ANALYSIS





## MANAGEMENT'S DISCUSSION AND ANALYSIS

### For the years ended March 31, 2015 and 2014

This Management's Discussion and Analysis ("MD&A") of Taiga Building Products Ltd. ("Taiga" or the "Company") has been prepared based on information available as at June 18, 2015 and should be read in conjunction with the audited consolidated financial statements and the corresponding notes thereto for the years ended March 31, 2015 and 2014. This discussion and analysis provides an overview of significant developments that have affected Taiga's performance during the fiscal year.

The financial information reported herein has been prepared in accordance with International Financial Reporting Standards ("IFRS"), which is the required reporting framework for Canadian publicly accountable enterprises, and is expressed in Canadian dollars.

Taiga's consolidated financial statements and the accompanying notes included within this report include the accounts of Taiga and its subsidiaries. Unless otherwise noted, all references in this MD&A to "dollars" or "\$" are to Canadian dollars.

Additional information relating to the Company including the Company's Annual Information Form dated June 18, 2015 can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

### Forward-Looking Information:

This MD&A contains certain forward-looking information relating, but not limited, to future events or performance and strategies and expectations of Taiga. Forward-looking information typically contains statements with words such as "consider", "anticipate", "believe", "expect", "plan", "intend", "likely", "may", "will", "should", "predict", "potential", "continue" or similar words suggesting future outcomes or statements regarding expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Examples of such forward-looking information within this document include statements relating to: the Company's perception of the building products industry and markets in which it participates and anticipated trends in such markets in any of the countries in which the Company does business; the Company's anticipated business operations, inventory levels and ability to meet order demand; the Company's anticipated ability to procure products and its relationship with suppliers; sufficiency of cash flows; and outcome of litigation or other legal and regulatory proceedings. Readers should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking information. Forward-looking information reflects management's current expectations or beliefs and is based on information currently available to Taiga and although Taiga believes it has a reasonable basis for providing

the forward-looking information included in this document, readers are cautioned not to place undue reliance on such forward-looking information. By its nature, the forward-looking information of Taiga involves numerous assumptions and inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts and other forward-looking information will not occur. These factors include, but are not limited to: changes in business strategies; the effects of litigation, competition and pricing pressures; changes in operational costs; changes in laws and regulations, including tax, environmental, employment, competition, anti-terrorism and trade laws and Taiga's anticipation of and success in managing the risks associated with the foregoing; and other risks detailed in this MD&A and Taiga's filings with the Canadian securities regulatory authorities available at [www.sedar.com](http://www.sedar.com). Forward-looking information speaks only as of the date of this discussion and analysis. Taiga does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise, except as required by applicable law.

### Non-IFRS Financial Measure:

In this MD&A, reference is made to EBITDA, which represents earnings before interest, taxes, and amortization. As there is no generally accepted method of calculating EBITDA, the measure as calculated by Taiga might not be comparable to similarly titled measures reported by other issuers. EBITDA is presented as management believes it is a useful indicator of the Company's ability to meet debt service and capital expenditure requirements and because management interprets trends in EBITDA as an indicator of relative operating performance. EBITDA should not be considered by an investor as an alternative to net income or cash flows as determined in accordance with IFRS. Reconciliations of EBITDA to net earnings reported in accordance with IFRS are included in this MD&A.

### Market and Industry Data:

Unless otherwise indicated, the market and industry data contained in this MD&A is based upon information of independent industry and government publications and management's knowledge of, and experience in, the markets in which the Company operates. While management believes this data to be reliable, market and industry data is subject to variation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Company has not independently verified any of the data from third party sources referred to in this MD&A and no representation is given as to the accuracy of any of the data referred to in this MD&A obtained from third party sources.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### 1. BUSINESS OVERVIEW

Taiga is the largest independent wholesale distributor of building products in Canada. Taiga distributes building products in Canada, the United States and overseas. As a wholesale distributor, Taiga maintains substantial inventories of building products at fifteen strategically located distribution centres throughout Canada and two distribution centres in California. In addition, Taiga regularly distributes through the use of third party reload centres. Taiga also owns and operates three wood preservation plants that produce pressure-treated wood products. Factors that affect Taiga's year-over-year profitability include, among others, sales levels, price fluctuations and product mix.

Taiga's primary market is Canada. Taiga expects the Canadian housing market in calendar year 2015 to decline compared to calendar year 2014.

Taiga's secondary market, the United States, continues to show signs of recovery from the US housing depression. The Company expects the United States housing market to continue to improve in the 2015 calendar year. See Item 13 "Outlook".

#### Selected Annual Information

(in millions of dollars, except for share amounts and per share amounts in dollars)	Fiscal Year Ended March 31,		
	2015	2014	2013
<b>Income Statement Data:</b>			
Sales	1,349	1,194	1,133
Gross Margin	115.0	96.8	102.8
Net Earnings	11.1	5.1	10.4
Net Earnings per Share (Basic and Fully Diluted) <sup>(1)</sup>	0.34	0.16	0.32
Cash Dividends per Share	-	-	0.03
Weighted Average Number of Shares Outstanding	32,414,278	32,414,278	32,414,278
EBITDA <sup>(2)</sup>	44.1	36.8	42.9
<b>Balance Sheet Data:</b>			
Working Capital <sup>(3)</sup>	80.9	65.5	48.2
Total Assets	347.4	315.8	346.4
Total Long-Term Financial Liabilities <sup>(4)</sup>	160.8	161.1	155.7

Notes:

(1) Net earnings per share is calculated using the weighted-average number of shares.

(2) Reconciliation of net earnings to EBITDA:

(in millions of dollars)	Fiscal Year Ended March 31,		
	2015	2014	2013
Net earnings	11.1	5.1	10.4
Income tax expense	6.2	4.1	4.8
Finance and subordinated debt interest expense	22.6	23.3	23.7
Amortization	4.2	4.3	4.0
EBITDA	44.1	36.8	42.9

(3) Working capital is the excess of current assets over current liabilities.

(4) Total long-term financial liabilities are the total liabilities less current liabilities and deferred gain.

### 2. RESULTS OF OPERATIONS

#### Sales

The Company's consolidated net sales for the year ended March 31, 2015 were \$1,348.7 million compared to \$1,194.3 million for the last fiscal year. The increase in sales by \$154.4 million or 12.9% was largely due to stronger demand in all major markets, especially in Canada.

Sales by segments are as follows:

	Years ended March 31,			
	2015		2014	
	\$000's	%	\$000's	%
Canada	1,239,464	91.9	1,098,204	92.0
United States	109,254	8.1	96,055	8.0



For the fiscal year, export sales totalled \$246.4 million compared to \$195.3 million in the previous year. These export sales were primarily to the United States and Asia, and are included as part of the Canadian segment in the table above.

The Company's sales of dimension lumber and panel, as a percentage of total sales, was 61.5% for the fiscal year ended March 31, 2015 and 62.3% for 2014. Allied, engineered and treated wood product sales, as a percentage of total sales, was 38.5% for 2015 and 37.7% for 2014.

## Gross Margin

Gross margin for the fiscal year ended March 31, 2015 increased to \$115.0 million from \$96.8 million in the previous year, representing an increase in gross margin percentage to 8.5% in the year compared to 8.1% in the previous year. The gross margin percentage was lower in the previous fiscal year due to a steep decline in commodity prices.

## Expenses

Distribution expense for the fiscal year ended March 31, 2015 increased to \$21.1 million from \$18.8 million last year mainly due to higher delivery and warehousing expenses to support higher sales volume.

Selling and administration expense for the year ended March 31, 2015 increased to \$54.7 million compared to \$48.6 million in the previous year. Increased incentive payments earned throughout the year was the major driver for the increase.

Finance expense for the year ended March 31, 2015 decreased to \$6.2 million compared to \$7.0 million last year. Lower interest rates as a result of the renewed credit facility coupled with lower borrowing levels helped to reduce the interest costs.

Subordinated debt interest expense for the year ended March 31, 2015 was \$16.3 million compared to \$16.4 million in the previous year.

Other income for the year ended March 31, 2015 was \$0.7 million compared to \$3.1 million last year. Other income from the previous fiscal year included a \$3.1 million gain recognized from the sale and leaseback transaction completed in February 2014.

## Net Earnings

Net earnings for the year ended March 31, 2015 increased to \$11.1 million from \$5.1 million last year primarily due to increased gross margin.

## EBITDA

EBITDA for the year ended March 31, 2015 was \$44.1 million compared to \$36.8 million last year.

## 3. FOURTH QUARTER RESULTS

A summary of the results for the three months ended March 31, 2015 and 2014 is as follows:

<i>(in thousands of dollars except per share amount in dollars)</i>	Three months ended March 31,	
	2015	2014
Sales	294,321	249,451
Gross margin	23,312	20,880
Distribution expense	5,211	5,209
Selling and administration expense	13,170	11,371
Finance expense	1,480	1,702
Subordinated debt interest expense	4,077	4,089
Other income	(695)	(2,470)
Earnings before income tax	69	979
Income tax expense	635	875
Net (loss) earnings	(566)	104
Net (loss) earnings per share	(0.02)	0.00
EBITDA <sup>(1)</sup>	6,703	8,018

Note:

(1) See "Fourth Quarter Results – EBITDA" for a reconciliation of net earnings (loss) to EBITDA.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Sales

Sales for the fourth quarter increased to \$294.3 million from \$249.5 million in the same quarter last year. The previous year's fourth quarter was negatively impacted by the severe winter conditions in central and eastern regions of North America. Sales by segments are as follows:

	Three months ended March 31,			
	2015		2014	
	\$000's	%	\$000's	%
Canada	265,742	90.3	225,427	90.4
United States	28,579	9.7	24,024	9.6

During the fourth quarter, Taiga's Canadian operations had export sales of \$54.4 million compared to \$41.8 million in the same quarter last year. These export sales were primarily to the United States and Asia, and are included as part of the Canadian segment in the table above. The previous year's fourth quarter was negatively impacted by the port truckers strike in Vancouver.

### Gross Margin

Gross margin for the fourth quarter was \$23.3 million compared to \$20.9 million in the same quarter last year. Gross margin percentage for the fourth quarter was 7.9% compared to 8.4% for the same quarter last year.

### Expenses

Distribution expense was \$5.2 million for both quarters ended March 31, 2015 and 2014.

Selling and administration expense for the fourth quarter increased to \$13.2 million compared to \$11.4 million due to increased compensation costs and foreign exchange loss.

### Net (Loss) Earnings

Net loss for the fourth quarter was (\$0.6) million compared to net earnings of \$0.1 million in the same quarter last year.

### EBITDA

EBITDA for the fourth quarter was \$6.7 million compared to \$8.0 million in the same quarter last year.

Reconciliation of net earnings (loss) to EBITDA:

<i>(in thousands of dollars)</i>	Three months ended March 31,	
	2015	2014
Net (loss) earnings	(566)	104
Income tax expense	635	875
Finance and subordinated debt interest expense	5,557	5,791
Amortization	1,077	1,248
EBITDA	6,703	8,018

## 4. SUMMARY OF QUARTERLY RESULTS

<i>(in thousands of dollars, except per share amount in dollars)</i>	Fiscal 2015				Fiscal 2014			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Sales	294,321	296,072	383,559	374,766	249,451	264,081	344,924	335,803
Net (loss) earnings	(566)	408	5,660	5,578	104	(515)	3,974	1,513
Net (loss) earnings per share <sup>(1)</sup>	(0.02)	0.01	0.17	0.17	0.00	(0.02)	0.12	0.05
EBITDA	6,703	7,504	13,679	16,171	8,018	6,483	12,732	9,591

Notes:

(1) The amounts are identical on a basic and fully-diluted per share basis. Earnings per share is calculated using the weighted-average number of shares.

### Seasonality

Taiga's sales are subject to seasonal variances that fluctuate in accordance with the normal home building season. Taiga generally experiences higher sales in the first and second quarters and reduced sales in the late fall and winter during its third and fourth quarters of each fiscal year.



## 5. LIQUIDITY AND CAPITAL RESOURCES

### Revolving Credit Facility

On November 25, 2013, the Company renewed its senior credit facility with a syndicate of lenders led by JPMorgan Chase Bank (the "Facility"). The Facility was increased from \$200 million to \$225 million, with an option to increase the limit by up to \$50 million. The Facility continues to charge interest at variable rates plus variable margins, is secured by a first perfected security interest in all personal property of the Company and certain of its subsidiaries, and will mature on November 25, 2018. Taiga's ability to borrow under the Facility is based upon a defined percentage of accounts receivable and inventories. The terms, conditions, and covenants of the Facility have been met as at March 31, 2015.

Taiga expects to meet its future cash requirements through a combination of cash generated from operations and its credit facilities. However, any severe weakening of the Canadian housing market driving reduced product demand or a significant increase in bad debts in accounts receivable could adversely impact the Company's liquidity in the short term.

### Working Capital

Working capital as at March 31, 2015 increased to \$80.9 million from \$65.5 million as at March 31, 2014 due to increased current assets partially offset by increased current liabilities. Taiga believes that current levels are adequate to meet its working capital requirements.

### Summary of Financial Position

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Current Assets	302,250	269,006
Current Liabilities (excluding Revolving Credit Facility)	(93,966)	(75,231)
Revolving Credit Facility	(127,375)	(128,241)
<b>Working Capital</b>	<b>80,909</b>	<b>65,534</b>
Long Term Assets	45,133	46,834
Long Term Liabilities (excluding Subordinated Notes)	(36,128)	(36,806)
Subordinated Notes	(128,834)	(128,834)
<b>Shareholders' Deficiency</b>	<b>(38,920)</b>	<b>(53,272)</b>

### Assets

Total assets were \$347.4 million as at March 31, 2015 compared to \$315.8 million as at March 31, 2014. The increase was primarily the result of increased accounts receivable and inventories.

Accounts receivable increased to \$134.4 million as at March 31, 2015 from \$118.9 million as at March 31, 2014 primarily due to increased sales in the fourth quarter.

Inventories increased to \$166.5 million as at March 31, 2015 compared to \$148.8 million as at March 31, 2014 primarily due to increased product stock in response to better weather conditions during the fourth quarter.

Property, plant and equipment decreased to \$43.1 million as at March 31, 2015 compared to \$44.0 million as at March 31, 2014 mainly due to amortization.

### Liabilities

Total liabilities increased to \$386.3 million as at March 31, 2015 from \$369.1 million as at March 31, 2014. The increase was primarily the result of increased accounts payable and accrued liabilities caused by a higher purchasing volume of inventories.

### Contractual Obligations

<i>(in thousands of dollars)</i>	Debt	Operating lease	Finance lease obligation
No later than one year	247	2,472	4,556
Later than one year, but not later than five years	1,461	9,298	14,325
Later than five years	-	9,590	25,775

### Outstanding Share Data

The Company has only one class of shares outstanding, its common shares without par value. On June 18, 2015, there were 32,414,278 common shares outstanding.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Dividend Policy

In accordance with Taiga's dividend policy set on October 15, 2008, the Company generally intends to pay dividends each year on its common shares equal to 25% of the prior fiscal year's net earnings. These dividends would be payable in two instalments of 12.5% on each July 15 (or first business day thereafter) and each January 15 (or first business day thereafter) to the shareholders of record on June 30 and December 31 (or first business day thereafter). The payment of any dividends by the Company is subject to the discretion of its board of directors and subject to its determination of the Company's capital and operational requirements, adequacy of reserves and compliance with contractual and legal requirements.

The board of directors have decided not to declare and pay the first instalment of dividend in respect of the 2015 fiscal year's net earnings. The decision to pay the second instalment dividend in respect of the 2015 fiscal year's net earnings will be addressed by the board of directors prior to the next scheduled dividend payment date of January 15, 2016.

### History of Retained Earnings (Deficit)

The following table shows Taiga's history of net earnings, dividends payouts, the impact of transition to IFRS, and the impact of the Stapled Unit conversion since fiscal year 2006:

<i>(in thousands of dollars)</i>	FY2015 IFRS	FY2014 IFRS	FY2013 IFRS	FY2012 IFRS	FY2011 IFRS	FY2006 to FY2010 CGAAP
Retained earnings (deficit), beginning	(68,600)	(73,676)	(83,180)	(86,904)	(90,590)	88,527
Net earnings	11,080	5,076	10,434	3,724	4,001	22,054
Common share dividends	-	-	(930)	-	(2,995)	(29,837)
Transition to IFRS	-	-	-	-	2,680	-
Issuance of Subordinated Notes	-	-	-	-	-	(171,334)
Deficit, ending	(57,520)	(68,600)	(73,676)	(83,180)	(86,904)	(90,590)

## 6. COMMITMENTS AND CONTINGENCIES

### a) Contractual Commitments

The Company has obligations under various operating leases for occupied premises and equipment. For further discussion, refer to Note 18 to the Audited Consolidated Financial Statements for the year ended March 31, 2015.

### b) Executive Transition Agreement

The Company has a transition agreement with one executive, which includes consulting contract with terms of three years. The annual compensation for this contract, including both the fixed and variable portions, ranges from a minimum of \$111,000 to a maximum of \$731,000. The Company is recording provisions associated with the contracts over the service terms. The accrued provision recorded as at March 31, 2015 was \$934,515 (March 31, 2014 - \$934,515). The fair value was determined by discounting the estimated future cash outflows arising after transition using a pre-tax discount rate of 4%.

### c) Canada Revenue Agency Proposal Letter

Taiga has received a proposal letter from Canada Revenue Agency (CRA) indicating its intention to reassess for withholding taxes in relation to dividends paid or deemed to have been paid to the Company's two largest shareholders in connection with and subsequent to Taiga's corporate reorganization in 2005 involving a swap of then outstanding common shares for stapled units. The proposed reassessment for withholding taxes is up to approximately \$23 million, excluding interest and penalties, which amount is in dispute and subject to variation based on submissions to the CRA which have not yet been made. The Company has not received a notice of reassessment from CRA and has not recorded a provision for any amounts related to the potential reassessment.

The Company has formal written agreements with its two major shareholders that fully indemnify it from such potential liability and as a consequence, any such potential liability is not expected to have any impact on the Company's financial condition, results of operations or cash flows. The Company disagrees with CRA's proposal and intends to challenge any potential reassessment and vigorously defend its tax filings. Pursuant to the terms of the indemnities, the shareholders may elect to assume any action or defence of Taiga in connection with the foregoing.



## 7. RISKS AND UNCERTAINTIES

The results of operations, business prospects and financial conditions of Taiga are subject to a number of risks and uncertainties, and are affected by a number of factors outside Taiga's control. Any of these risks and uncertainties could have a material adverse effect on the Company's operations, financial conditions and cash flow and, accordingly, should be carefully considered in evaluating Taiga's business. A comprehensive discussion of risk factors is included in Taiga's Annual Information Form dated June 18, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com).

## 8. CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The significant accounting policies of Taiga are described in Note 3 to the Consolidated Financial Statements for the year ended March 31, 2015.

In preparing these consolidated financial statements, Taiga's management was required to make estimates and assumptions that affect the amounts recorded. Financial results as determined by actual events could differ from such estimates. The estimates and assumptions of the Company's management are based on historical experience and other factors management considers to be reasonable, including expectations of future events. The estimates and assumptions that could result in a material impact to the carrying amounts of assets and liabilities are outlined below.

### Allowance for Doubtful Accounts

While significant bad debts have not been experienced in prior years the provision is based on the Company's knowledge of the financial condition of its customers, the aging of the receivables, the current business environment and historical experience. A change in one or more of these factors could impact the estimated allowance and provision for bad debts. Taiga's allowance for doubtful accounts as at March 31, 2015 was \$0.2 million (2014 – \$0.3 million).

### Valuation of Inventories

Inventories are valued at the lower of average cost and net realizable value. Taiga evaluates inventory balances at each balance sheet date and records a provision as necessary for slow moving or obsolete inventory. Additionally, Taiga records a provision if the cost of inventories exceeds net realizable value based on commodity prices. Inventory provision as at March 31, 2015 was \$0.1 million (2014 – \$0.3 million).

### Valuation And Estimated Life of Long-Lived Assets

An impairment test is performed by comparing the carrying amount of the asset or its cash generating unit to the recoverable amount, which is calculated as the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use. Value in use is calculated based upon a discounted cash flow analysis, which requires management to make a number of significant assumptions including assumptions relating to future operating plans, discount rates and future growth rates.

The estimated useful lives and recoverable amounts of long-lived assets are based on the judgement of management and the best currently available information. Changes in circumstances can result in the actual useful lives differing from management's estimates.

### Customer Rebates

Customer rebates are commonly offered as industry practice and are generally based on achievement of specified volume sales levels. Taiga accrues for the payment of customer rebates as a reduction of revenue based on management's estimates.

### Valuation of Warranty Provisions

A provision for future potential warranty costs is calculated using historical trends and future expectations of future claims. Adjustments to the warranty provision are included in cost of sales. Actual future warranty costs may differ from those estimates.

### Executive Transition Agreement

The provision is based on management's estimates of factors such as discount rates, expected date of each transition and variable compensation tied to the Company's future performance.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Current and Deferred Taxes

The Company calculates current and deferred tax provisions for each of the jurisdictions in which it operates. Actual amounts of income tax expense are not final until tax returns are filed and accepted by the relevant authorities. This occurs subsequent to the issuance of financial statements. Therefore, results in subsequent periods will be affected by the amount that estimates differ from the final tax return.

Judgment is required in assessing whether deferred tax assets and certain deferred tax liabilities are recognized on the balance sheet. Taiga also evaluates the recoverability of deferred tax assets based on an assessment of the likelihood of using the underlying future tax deductions against future taxable income before they expire. Deferred tax liabilities arising from temporary differences on investments in subsidiaries, joint ventures and associates are recognized unless the reversal of the temporary differences is not expected to occur in the foreseeable future and can be controlled. Assumptions about the generation of future taxable profits and repatriation of retained earnings depend on management's estimates of future sales volumes and housing starts, commodity prices, operating costs, capital expenditures, dividends and other capital transactions. Judgment is also required about the application of income tax legislation. These estimates and judgments are subject to risk and uncertainty and could result in an adjustment to the deferred tax provision and a corresponding credit or charge to income.

## 9. CHANGES IN ACCOUNTING STANDARDS

### Financial Instruments

IFRS 9, *Financial Instruments* ("IFRS 9") was issued by the International Accounting Standards Board ("IASB") on November 12, 2009 and will replace IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company is evaluating the impact of the adoption of this standard on its consolidated financial statements.

### Revenue from Contracts with Customers

IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") was issued by the IASB on May 28, 2014. IFRS 15 contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted. The Company is evaluating the impact of the adoption of this standard on its consolidated financial statements.

Other accounting pronouncements with future effective dates are either not applicable or are not expected to have a material impact on the Company's consolidated financial statements.

## 10. RELATED PARTY TRANSACTIONS

In accordance with IFRS requirements, related party transactions consist of remuneration of directors and other key management personnel with whom Taiga has entered into employment agreements. Further information is contained in our Management Information Circular dated July 7, 2014, which is available on SEDAR at [www.sedar.com](http://www.sedar.com). The remuneration for key management, which includes the Company's directors and officers, were as follows:

(in thousands of dollars)	Year ended	Year ended
	March 31, 2015	March 31, 2014
Salaries and other benefits	2,968	3,419

## 11. OFF-BALANCE SHEET ARRANGEMENTS

Taiga does not have off-balance sheet arrangements except for commitments under operating leases as discussed under “Commitments and Contingencies” in this Management’s Discussion and Analysis.

For a detailed description of financial instruments and their associated risks, see Note 20 to the Company’s audited consolidated financial statements for the fiscal year ended March 31, 2015.

## 12. DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Taiga’s management is responsible for establishing and maintaining adequate disclosure controls and procedures and internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with IFRS.

In accordance with the requirements of National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, Taiga’s management, including the Chief Executive Officer and Chief Financial Officer, evaluated the Company’s disclosure controls and procedures and internal controls over financial reporting. Based on the evaluation, Taiga’s CEO and CFO concluded that these controls were effective for the fiscal year ended March 31, 2015.

The CEO and CFO of Taiga acknowledge responsibility for the design of internal controls over financial reporting and confirm that there were no changes in these controls that occurred during the fiscal year ended March 31, 2015 which materially affected, or are reasonably likely to materially affect, the Company’s ICFR.

## 13. OUTLOOK

Taiga’s financial performance is primarily dependent on the residential construction, renovation and repairs markets. These markets are affected by the strength or weakness in the general economy and as such are influenced by interest rates and other general market indicators.

In Canada, according to the Canada Mortgage and Housing Corporation (“CMHC”) Housing Market Outlook, Canadian Edition for the second quarter 2015, housing starts are forecasted to range from 166,540 to 188,580 units in the 2015 calendar year. CMHC is reporting that housing starts will range from 162,840 to 190,830 units in the 2016 calendar year.

In the United States, the National Association of Home Builders reported in May 2015 that housing starts are forecasted to total 1,072,000 units in the 2015 calendar year compared to 1,001,000 units in calendar year 2014.



# INDEPENDENT AUDITOR'S REPORT



### To the Shareholders of Taiga Building Products Ltd.

We have audited the accompanying consolidated financial statements of Taiga Building Products Ltd., which comprise the consolidated balance sheets as at March 31, 2015 and 2014, and the consolidated statements of earnings and comprehensive income, changes in shareholders' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Taiga Building Products Ltd. as at March 31, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED ACCOUNTANTS

Vancouver, Canada  
June 18, 2015

# CONSOLIDATED BALANCE SHEETS

## Taiga Building Products Ltd. Consolidated Balance Sheets

(in thousands of Canadian dollars)

March 31,  
2015

March 31,  
2014

### Assets

#### Current:

Accounts receivable (Note 5)	\$ 134,397	\$ 118,934
Inventories (Note 6)	166,507	148,843
Prepaid expenses	1,346	1,229
	302,250	269,006
Property, plant and equipment (Note 7)	43,070	44,045
Long-term receivable (Note 5)	703	814
Deferred tax assets (Note 10)	1,360	1,975
	\$ 347,383	\$ 315,840

### Liabilities and Shareholders' Deficiency

#### Current:

Revolving credit facility (Note 8)	\$ 127,375	\$ 128,241
Accounts payable and accrued liabilities (Note 9)	86,849	66,652
Income taxes payable	4,251	5,866
Current portion of long-term debt (Note 11)	247	216
Current portion of finance lease obligation (Note 12)	2,619	2,497
	221,341	203,472
Long-term debt (Note 11)	1,461	1,480
Finance lease obligation (Note 12)	26,739	28,721
Deferred gain	4,154	4,537
Deferred tax liabilities (Note 10)	1,778	-
Provisions (Note 13)	1,996	2,068
Subordinated notes (Note 14)	128,834	128,834
	386,303	369,112

#### Shareholders' Deficiency:

Share capital (Note 15)	13,229	13,229
Accumulated other comprehensive income (Note 15)	5,371	2,099
	18,600	15,328
Deficit	(57,520)	(68,600)
	(38,920)	(53,272)
	\$ 347,383	\$ 315,840

Commitments and contingencies (Notes 12, 18 and 26)

Subsequent event (Note 26)

The accompanying notes are an integral part of these consolidated financial statements.

Approved by the Directors



Kooi Ong Tong  
Chairman



Peter Buecking  
Director



# CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME

## Taiga Building Products Ltd. Consolidated Statements of Earnings and Comprehensive Income

	For the years ended March, 31,	
	2015	2014
<i>(in thousands of Canadian dollars, except per share amounts)</i>		
<b>Sales</b>	\$ 1,348,718	\$ 1,194,259
<b>Cost of sales (Note 16)</b>	1,233,720	1,097,449
<b>Gross margin</b>	114,998	96,810
<b>Expenses:</b>		
Distribution (Note 16)	21,116	18,773
Selling and administration (Note 16)	54,703	48,594
Finance (Note 17)	6,243	7,003
Subordinated debt interest (Note 14)	16,344	16,356
Other income (Note 25)	(719)	(3,081)
	97,687	87,645
<b>Earnings before income tax</b>	17,311	9,165
<b>Income tax expense (Note 10)</b>	6,231	4,089
<b>Net earnings for the year</b>	\$ 11,080	\$ 5,076
<b>Other comprehensive income for the year</b> <b>(Item that may be reclassified to net earnings)</b>		
Exchange differences on translating foreign operations, net of tax	\$ 3,272	\$ 2,093
<b>Total comprehensive income for the year</b>	\$ 14,352	\$ 7,169
<b>Basic and diluted net earnings per common share</b>	\$ 0.34	\$ 0.16
<b>Weighted average number of common shares outstanding</b>	32,414	32,414

The accompanying notes are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY

### Taiga Building Products Ltd. Consolidated Statements of Changes in Shareholders' Deficiency

For the year ended March 31, 2014

<i>(in thousands of Canadian dollars)</i>	Share Capital	Deficit	Accumulated Other Comprehensive Income	Total
<b>Balance at March 31, 2013</b>	\$ 13,229	\$ (73,676)	\$ 6	\$ (60,441)
Net earnings	-	5,076	-	5,076
Other comprehensive income	-	-	2,093	2,093
<b>Balance at March 31, 2014</b>	\$ 13,229	\$ (68,600)	\$ 2,099	\$ (53,272)

For the year ended March 31, 2015

<i>(in thousands of Canadian dollars)</i>	Share Capital	Deficit	Accumulated Other Comprehensive Income	Total
<b>Balance at March 31, 2014</b>	\$ 13,229	\$ (68,600)	\$ 2,099	\$ (53,272)
Net earnings	-	11,080	-	11,080
Other comprehensive income	-	-	3,272	3,272
<b>Balance at March 31, 2015</b>	\$ 13,229	\$ (57,520)	\$ 5,371	\$ (38,920)

The accompanying notes are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

## Taiga Building Products Ltd. Consolidated Statements of Cash Flows

	For the years ended March 31,	
	2015	2014
<i>(in thousands of Canadian dollars)</i>		
<b>Cash provided by (used in):</b>		
<b>Operating:</b>		
Net earnings	\$ 11,080	\$ 5,076
Adjustments for non-cash items		
Amortization	4,159	4,300
Income tax expense	6,231	4,089
Mark-to-market adjustment on financial instruments	207	(5)
Change in provisions	(72)	(68)
Reversal of impairment	-	(458)
Gain on asset disposal	(73)	(81)
Gain on sale and leaseback	-	(3,055)
Amortization of deferred gain	(383)	(516)
Finance and subordinated debt interest expense	22,587	23,359
Interest paid	(5,925)	(6,235)
Income tax paid	(6,085)	(5,080)
Changes in non-cash working capital (Note 21)	(9,092)	5,680
Cash flows from operating activities	22,634	27,006
<b>Investing:</b>		
Purchase of property, plant and equipment	(1,353)	(4,571)
Proceeds from disposition of property, plant and equipment	174	27
Cash flows used in investing activities	(1,179)	(4,544)
<b>Financing:</b>		
Repayment of long-term debt	(222)	(152)
Repayment of obligations under finance leases	(2,559)	(2,152)
Proceeds from sale and leaseback	-	19,432
Subordinated notes interest paid	(16,344)	(16,356)
Cash flows (used in) from financing activities	(19,125)	772
Effect of changes in foreign currency on Revolving Credit Facility	(1,464)	(1,252)
<b>Net decrease in Revolving Credit Facility</b>	<b>866</b>	<b>21,982</b>
<b>Revolving Credit Facility, beginning</b>	<b>(128,241)</b>	<b>(150,223)</b>
<b>Revolving Credit Facility, ending</b>	<b>\$ (127,375)</b>	<b>\$ (128,241)</b>

The accompanying notes are an integral part of these consolidated financial statements.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

## 1. NATURE OF OPERATIONS

Taiga Building Products Ltd. ("Taiga" or the "Company") is an independent wholesale distributor of building products in Canada and the United States. Taiga operates within two reportable geographic areas, Canada and the United States. The Company's shares and subordinated notes (the "Notes") are listed for trading on the Toronto Stock Exchange.

Taiga is a Canadian corporation and its registered and records office is located at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, Canada V6C 3L2.

## 2. BASIS OF PREPARATION

### a) Statement of Compliance

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

These consolidated financial statements were authorized for issue on June 18, 2015 by the board of directors of the Company.

### b) Basis of Consolidation

These consolidated financial statements include the accounts of Taiga Building Products Ltd. and its subsidiaries. Subsidiaries are those entities which the Company controls by having the power to govern the financial and operational policies of the entity. Inter-company transactions and balances have been eliminated.

### c) Basis of Measurement

These consolidated financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable.

### d) Revolving Credit Facility

Revolving credit facility consists of cash on hand less cheques issued and the Company's outstanding revolving credit facility balance. Taiga's cash flow statement reflects the net change in its revolving credit facility. The revolving credit facility forms an integral part of Taiga's cash management and fluctuates directly as a result of cash flows from operating, investing and financing activities.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### a) Inventories

Inventories consist of allied building products, lumber products, panel products and production consumables. Inventories include other costs, such as transportation and processing that are directly incurred to bring the inventories to their present location and condition. The cost of treated wood includes the cost of lumber, direct labour and an allocation of fixed and variable overhead expenses. Inventories are stated at the lower of average cost and net realizable value, except for production consumables which are recorded at the lower of cost and replacement cost which approximates net realizable value.

### b) Property, Plant and Equipment

The following assets are recorded at cost and amortization is provided using the following methods and annual rates:

#### Declining Balance Method

Buildings	4% - 10%
Furniture and office equipment	8% - 30%
Warehouse equipment	10% - 30%

#### Straight-line Method

Leasehold improvements	Over term of lease
Treating equipment	20 - 25 Years
Computer system and license	3 - 10 Years

The carrying values of the buildings and equipment are reviewed for indications of impairment on a regular basis by reference to their estimated recoverable amount. Assets that are not yet available for use are not being amortized.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

### c) Deferred Gain

Deferred gains on sale and leaseback transactions are amortized over the terms of the lease contracts.

### d) Leases

Leases of property, plant and equipment where substantially all the risks and benefits incidental to the ownership of the asset are transferred to the Company are classified as finance leases. Finance leases are capitalized by recording an asset and a liability at the lower of the fair value of the leased property, plant and equipment or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period. Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term. Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred. Lease incentives under operating leases are recognized as a liability and amortized on a straight-line basis over the life of the lease term.

### e) Income Taxes

#### Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the relevant taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the jurisdictions where the Company operates and generates taxable income. Current income taxes relating to items recognized directly in other comprehensive income or equity are recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Company evaluates each uncertain tax position separately using a "two-step" approach, whereby a provision is only recognized when it is probable that an obligation exists that will result in an economic outflow. The obligation is then estimated by weighting the range of possible outcomes by their associated probabilities.

#### Deferred income tax:

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

### f) Foreign Currency Translation

The functional currency of each of the Company's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional currency. The functional currency of controlled entities that have operations in the United States is the United States dollar.

#### Transactions and balances:

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of earnings and comprehensive income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of earnings and comprehensive income to the extent that gains and losses arising on those non-monetary

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

The financial position and results of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at the reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recorded in accumulated other comprehensive income in the statement of earnings and comprehensive income. These differences are recognized in profit or loss in the period in which the operation is disposed.

### g) Revenue Recognition

Revenue is recognized, net of discounts and customer rebates, upon the transfer of significant risks and rewards of ownership, provided collectability is reasonably assured.

### h) Earnings Per Share

Earnings per share is calculated using the weighted-average number of shares outstanding for the period. The weighted-average number of common shares is determined by relating the portion of time during the reporting period that the shares have been outstanding to the total time in the period.

Diluted earnings per share is calculated based on the weighted-average number of common shares outstanding during the period including, if applicable, the effects of potentially dilutive common share equivalents. Taiga's basic and diluted earnings per share are equal as Taiga has no potentially dilutive instruments.

### i) Accounting by a Customer for Certain Consideration Received from a Vendor

Consideration received from a vendor, that represents a reduction in the purchase price, is recorded as a reduction in cost of sales.

### j) Financial Instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for where these are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses. Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

Regular purchases and sales of financial assets are recognized on the date the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to be an indication of impairment.

### k) Impairment of Assets

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset, or its cash generating unit, is estimated in order to determine the extent of impairment. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of earnings and comprehensive income.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment may no longer exist and there has been a change in the estimates used to determine the recoverable amount. Reversal cannot increase the carrying value of an asset to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

### l) Provisions

Provisions are recognized when a present legal or constructive obligation exists, as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle the obligation. Where the effect is material, the provision is discounted using an appropriate current market-based pre-tax discount rate.

### m) Accounting Standards issued not yet applied

#### *Financial instruments*

IFRS 9, *Financial Instruments* ("IFRS 9") was issued by the International Accounting Standards Board ("IASB") on November 12, 2009 and will replace IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company is evaluating the impact of the adoption of this standard on its consolidated financial statements.

#### *Revenue from Contracts with Customers*

IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") was issued by the IASB on May 28, 2014. IFRS 15 contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted. The Company is evaluating the impact of the adoption of this standard on its consolidated financial statements.

Other accounting pronouncements with future effective dates are either not applicable or are not expected to have a material impact on the Company's consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

### 4. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

#### a) Significant Estimates and Assumptions

In preparing these consolidated financial statements, the Company makes estimates and assumptions concerning the future that affect the amounts recorded. Actual results could differ from these estimates. Estimates and assumptions are based on historical experience, expectations of future events and other factors considered by management to be reasonable. The estimates and assumptions that could result in a material impact to the carrying amounts of assets and liabilities are outlined below.

##### *Allowance for doubtful accounts*

While significant bad debts have not been experienced in prior years the provision is based on the Company's knowledge of the financial condition of its customers, the aging of the receivables, the current business environment and historical experience. A change in one or more of these factors could impact the estimated allowance and provision for bad debts.

##### *Valuation of inventories*

Inventories are valued at the lower of average cost and net realizable value. Taiga evaluates inventory balances at each balance sheet date and records a provision as necessary for slow moving or obsolete inventory. Additionally, Taiga records provision if the cost of inventories exceeds net realizable value based on commodity prices.

##### *Valuation and estimated life of long-lived assets*

If indicators of an impairment exist, an impairment test is performed by comparing the carrying amount of the asset or its cash generating unit to the recoverable amount, which is calculated as the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use. Value in use is calculated based upon a discounted cash flow analysis, which requires management to make a number of significant assumptions including assumptions relating to future operating plans, discount rates and future growth rates.

The estimated useful lives and recoverable amounts of long-lived assets are based on judgement and the best currently available information. Changes in circumstances can result in the actual useful lives differing from our estimates.

##### *Customer rebates*

Customer rebates are commonly offered as industry practice and are generally based on achievement of specified volume sales levels. Taiga accrues for the payment of customer rebates as a reduction of revenue based on management's estimates.

##### *Valuation of warranty provisions*

A provision for future potential warranty costs is calculated using historical trends and future expectations of future claims. Adjustments to the warranty provision are included in cost of sales. Actual future warranty costs may differ from those estimates.

##### *Executive transition agreements*

The provision is based on management's estimates of factors such as discount rates, expected date of transitions and variable compensation tied to the Company's future performance (Note 18c).

##### *Sale and leaseback transactions*

The amount and the timing of recognition of gains and losses realized on sale and leaseback transactions are impacted by the classification of the resulting leases and by the allocation of the proceeds between the land and building components of the properties. In cases where losses are incurred on sale leaseback transactions and subsequently accounted for as finance leases, losses are capitalized to the extent that management has concluded that management determines impairment does not exist.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

### *Current and deferred taxes*

The Company calculates current and deferred tax provisions for each of the jurisdictions in which it operates. Actual amounts of income tax expense are not final until tax returns are filed and accepted by the relevant authorities and ultimately until they are statute barred from reassessment. This occurs subsequent to the issuance of financial statements. Therefore, results in subsequent periods will be affected by the amount that estimates differ from the final tax filings, resolution of uncertain tax positions, open years or tax disputes that may arise.

The Company must make estimates and assumptions when assessing whether deferred tax assets and certain deferred tax liabilities are recognized on the balance sheet. Taiga also evaluates the recoverability of deferred tax assets based on an assessment of the likelihood of using the underlying future tax deductions against future taxable income before they expire. Deferred tax liabilities arising from temporary differences on investments in subsidiaries are recognized unless the reversal of the temporary differences is not expected to occur in the foreseeable future and can be controlled. Assumptions about the generation of future taxable profits and repatriation of retained earnings depend on management's estimates of future sales volumes and housing starts, commodity prices, operating costs, capital expenditures, dividends and other capital transactions. These estimates and judgments are subject to risk and uncertainty and could result in an adjustment to the deferred tax provision and a corresponding credit or charge to income.

### **b) Significant Judgements in Applying Accounting Policies**

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's consolidated financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of leases as either operating or finance type leases;
- the determination of the functional currency of the parent company and its controlled entities; and
- the assessment of continually changing tax interpretations, regulations and legislation, to ensure that deferred income tax assets and liabilities are complete and fairly stated.

## 5. ACCOUNTS RECEIVABLE

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Current	131,550	116,551
Past due over 60 days	401	64
Trade accounts receivable	131,951	116,615
Other receivables	3,312	3,425
Financial instrument assets (Note 20)	-	17
Allowance for doubtful accounts	(163)	(309)
Total	135,100	119,748
Less: Current portion	(134,397)	(118,934)
Non-Current portion	703	814

All of the Company's trade accounts receivables are pledged as security for the revolving credit facility.

## 6. INVENTORIES

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Allied building products	43,978	35,082
Lumber products	98,480	90,698
Panel products	23,418	23,048
Production consumables	760	267
Inventory provision	(129)	(252)
Total	166,507	148,843

All of the Company's inventories are pledged as security for the revolving credit facility.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

### 7. PROPERTY, PLANT AND EQUIPMENT

<i>(in thousands of dollars)</i>	Land	Buildings	Furniture and office equipment	Warehouse and treating equipment	Leasehold improvements	Computer system and license	Total
<b>Cost</b>							
Balance, March 31, 2013	9,816	40,193	3,525	13,902	8,988	5,327	81,751
Additions	1,221	13,577	175	456	435	764	16,628
Disposals	(8,132)	(10,467)	(640)	(236)	(2,867)	(67)	(22,409)
Exchange effect	255	649	28	(21)	25	-	936
Balance, March 31, 2014	3,160	43,952	3,088	14,101	6,581	6,024	76,906
Additions	-	63	145	973	468	445	2,094
Disposals	-	-	(43)	(329)	-	10	(362)
Exchange effect	460	1,182	51	(77)	45	-	1,661
Balance, March 31, 2015	3,620	45,197	3,241	14,668	7,094	6,479	80,299
<b>Accumulated amortization and impairment</b>							
Balance, March 31, 2013	-	(14,117)	(2,701)	(9,942)	(5,324)	(1,003)	(33,087)
Amortization	-	(2,398)	(222)	(794)	(304)	(582)	(4,300)
Impairment reversal	-	458	-	-	-	-	458
Disposals	-	2,835	583	215	835	-	4,468
Exchange effect	-	(317)	(21)	(34)	(17)	(11)	(400)
Balance, March 31, 2014	-	(13,539)	(2,361)	(10,555)	(4,810)	(1,596)	(32,861)
Amortization	-	(2,097)	(201)	(900)	(252)	(709)	(4,159)
Disposals	-	-	34	440	-	-	474
Exchange effect	-	(545)	(40)	(52)	(35)	(11)	(683)
Balance, March 31, 2015	-	(16,181)	(2,568)	(11,067)	(5,097)	(2,316)	(37,229)
<b>Carrying amounts</b>							
Balance, March 31, 2014	3,160	30,413	727	3,546	1,771	4,428	44,045
Balance, March 31, 2015	3,620	29,016	673	3,601	1,997	4,163	43,070

The computer system and license assets include costs associated with upgrade projects that relate to the computer system placed into service in February 2011. As of March 31, 2015, the development costs of the upgrade projects that are not ready for use were \$252,287 (March 31, 2014 - \$744,494). No amortization has been recognized on the components not ready for use.

The carrying value of property, plant and equipment held under finance lease at March 31, 2015 is \$25,361,148 (March 31, 2014 - \$26,947,075). Title of leased assets remains with the lessor.

### 8. REVOLVING CREDIT FACILITY

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Revolving credit facility	128,463	129,600
Financing costs, net of amortization	(1,088)	(1,359)
Total	127,375	128,241

On November 25, 2013, the Company renewed its senior credit facility with a syndicate of lenders led by JPMorgan Chase Bank (the "Facility"). The Facility was increased from \$200 million to \$225 million, with an option to increase the limit by up to \$50 million. The Facility continues to bear interest at variable rates plus variable margins, is secured by a first perfected security interest in all personal property of the Company and certain of its subsidiaries, and will mature on November 25, 2018. Taiga's ability to borrow under the Facility is based upon a defined percentage of accounts receivable and inventories. The terms, conditions, and covenants of the Facility have been met as at March 31, 2015.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

## 9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Trade payables and accrued liabilities	84,354	64,665
Payroll related liabilities	1,891	1,506
Provisions (Note 13)	414	481
Financial instrument liabilities (Note 20)	190	-
<b>Total</b>	<b>86,849</b>	<b>66,652</b>

## 10. INCOME TAXES

Income tax expense is comprised of:

<i>(in thousands of dollars)</i>	Year ended March 31, 2015	Year ended March 31, 2014
<b>Current:</b>		
Current taxes for the year	4,041	5,935
Adjustments to tax provisions recorded in prior periods	153	(33)
<b>Total current tax expense</b>	<b>4,194</b>	<b>5,902</b>
<b>Deferred:</b>		
Origination and reversal of temporary differences	2,236	(1,899)
Adjustments to tax provisions recorded in prior periods	(183)	25
Effect of change in tax rates	(16)	(6)
Change in valuation allowance	-	67
<b>Total deferred tax recovery</b>	<b>2,037</b>	<b>(1,813)</b>
<b>Income tax expense</b>	<b>6,231</b>	<b>4,089</b>

A reconciliation of the income taxes calculated at the statutory rate to the actual income tax expense is as follows:

<i>(in thousands of dollars)</i>	Year ended March 31, 2015	Year ended March 31, 2014
Statutory income tax rate	26.21 %	26.19 %
Expected income tax expense based on statutory rate	4,538	2,400
Tax effect of:		
Non-deductible interest and other permanent differences	1,553	1,523
Adjustments to tax provisions recorded in prior periods	(30)	(8)
Difference in foreign tax rates	167	89
Other	19	24
Effect of change in tax rate	(16)	(6)
Change in valuation allowance	-	67
<b>Income tax provision</b>	<b>6,231</b>	<b>4,089</b>

For the year ended March 31, 2015, income tax expense charged to other comprehensive income was \$812,235.

Deferred income taxes result principally from temporary differences in the recognition of certain revenue and expense items for financial and income tax reporting purposes. Significant components of the future tax assets and liabilities are as follows:

Deferred tax assets:

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Property, plant and equipment	272	3
Deferred income from partnership	-	(2,098)
Deferred gain on sale and leaseback	-	1,030
Non-capital losses	1,088	894
Other	-	2,213
	<b>1,360</b>	<b>2,042</b>
Valuation allowance	-	(67)
<b>Total</b>	<b>1,360</b>	<b>1,975</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

### Deferred tax liabilities:

(in thousands of dollars)

	March 31, 2015	March 31, 2014
Property, plant and equipment	255	-
Deferred income from partnership	3,736	-
Deferred gain on sale and leaseback	(944)	-
Other	(1,269)	-
Total	1,778	-

The movement on the net deferred income tax assets and liabilities is as follows:

(in thousands of dollars)	Year ended March 31, 2015	Year ended March 31, 2014
Beginning	1,975	18
Deferred tax expense recorded in profit or loss	(2,038)	1,814
Movement recognized in other comprehensive income	(355)	143
Ending	(418)	1,975

Accumulated United States non-capital losses of approximately \$2,775,922 and other deductible temporary differences of \$664,110 are available to be carried forward to apply against future years' income for tax purposes of certain United States subsidiaries. The non-capital losses expire on or after March 31, 2028 and the other deductible temporary differences may be carried forward indefinitely.

The Company, in the normal course of business, is subject to ongoing examination by tax authorities in each jurisdiction in which it has operations. The Company regularly assesses the status of these examinations and the potential for adverse outcomes to determine the adequacy of the provision for current and deferred income taxes, as well as the provision for indirect, withholding and other taxes and related penalties and interest. This assessment relies on estimates and assumptions, which involves judgments about future events. It also relies on interpretations of tax law, including general anti-avoidance provisions (GAAR), and prior experience. New information may become available that causes the Company to change its judgment and estimates regarding the adequacy of provisions related to income and other taxes. Any changes will be recorded prospectively in the period that such determinations are made.

## 11. LONG-TERM DEBT

In February 2012, the Company entered into a mortgage agreement for US\$1,950,000 with JPMorgan Chase Bank to refinance the Company's long-term debt. In November 2013, the Company entered into an amendment to extend the maturity date to November 22, 2018, which is consistent with the maturity of the Facility. The long-term debt bears interest at variable base rates plus variable margins tied to the Company's existing Facility (Note 8). The monthly installment is US\$16,250 and the remaining balance becomes due on the maturity date. The long-term debt is secured by the real property of one of the Company's US subsidiaries.

## 12. FINANCE LEASE OBLIGATIONS

Finance leases include buildings and operating equipment. Lease payments represent blended payments consisting of principal and interest based on interest rates ranging from 1.3% to 10.2%.

(in thousands of dollars)	March 31, 2015	March 31, 2014
Total minimum lease payments payable	44,656	48,533
Portion representing interest to be expensed over the remaining term of the leases	15,298	17,315
Principal Outstanding	29,358	31,218
Less: Current portion	2,619	2,497
Non-Current portion	26,739	28,721

The following is a schedule of future minimum lease payments over the lives of the finance leases:

(in thousands of dollars)

No later than one year	4,556
Later than one year, but not later than five years	14,325
Later than five years	25,775

Interest expense related to finance lease obligations for the year ended March 31, 2015 amounted to \$2,083,069 (2014 - \$1,587,073).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

The deferred gain relates to proceeds in excess of the net book value of certain buildings sold in the sale and leaseback transactions completed during the years ended March 31, 2014 and 2006. The deferred gain is amortized over the lease terms of the buildings, which are being accounted for as finance leases. Amortization is included in other income.

### 13. PROVISIONS

#### *Continuity of Provisions*

The following table summarizes the movement in this provision for the year ended March 31, 2015:

<i>(in thousands of dollars)</i>	Lease provision	Other	Total
Balance, beginning	1,134	1,415	2,549
Used during the year	(128)	-	(128)
Unwinding of discount	56	-	56
New provisions and changes to existing provisions	-	(67)	(67)
Total	1,062	1,348	2,410
Included in accounts payable and accrued liabilities (Note 9)	-	(414)	(414)
Non-current provisions	1,062	934	1,996

#### *Lease Provision*

During September 2009, the Company consolidated its warehouse operations in the Greater Toronto Area by closing a warehouse in Brampton and migrating this operation into its warehouse in Milton. The Brampton warehouse was a leased property, and the land component was accounted for as an operating lease. The Company recorded a provision relating to this property, being the present value of the unavoidable net costs to the Company of exiting the lease. The final transaction to exit the lease was completed on May 31, 2012; however, there is a requirement to make ongoing payments to the lessor relating to this transaction which is reflected in the provision. The present value was determined using a pre-tax discount rate of 5.14%.

### 14. SUBORDINATED NOTES

Under the terms of a notes indenture dated September 1, 2005 (the "Indenture") the Company's Notes are unsecured, bear interest at 14% per annum and mature on September 1, 2020. Interest on the Notes is payable on the 15th day following the end of each month as an annual interest sum divided by twelve. The aggregate principal amount of the Notes that may be issued under the Indenture is unlimited. The terms, conditions, and covenants of the Indenture have been met during the year ended March 31, 2015.

A company that is a significant shareholder holds 35.71% (2014 - 35.71%) of the outstanding Notes at March 31, 2015. An executive of this company is also a member of Taiga's Board of Directors. A discretionary trust whose beneficiary is a Taiga director indirectly holds 17.20% (2014 - 17.20%) of the outstanding Notes of Taiga at March 31, 2015.

During the year ended March 31, 2015, the amount of interest incurred for these related parties was \$4,747,845 (2014 - \$4,760,728) and \$3,101,568 (2014 - \$3,101,568), respectively.

### 15. SHAREHOLDERS' DEFICIENCY

#### a) Authorized Share Capital

Unlimited common shares without par value, unlimited class A common shares without par value, and unlimited class A and class B preferred shares without par value.

#### b) Common Shares Issued

<i>(in thousands of dollars, except number of shares)</i>	Number of Shares	Amount
Balance, March 31, 2015 and March 31, 2014	32,414,278	13,229

#### c) Accumulated Other Comprehensive Income

Accumulated other comprehensive income consists of exchange differences arising on translation of entities that have a functional currency other than the Canadian dollar.

#### d) Stock Options and Warrants

Taiga does not have stock options or warrants outstanding and has not granted or cancelled options or warrants during the current or prior period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

### e) Dividends

In accordance with Taiga's dividend policy set on October 15, 2008, the Company generally intends to pay dividends each year on its common shares equal to 25% of the prior fiscal year's net earnings. These dividends would be payable in two instalments of 12.5% on each July 15 (or first business day thereafter) and each January 15 (or first business day thereafter) to the shareholders of record on June 30 and December 31 (or first business day thereafter). The payment of any dividends by the Company is subject to the discretion of its board of directors and subject to its determination of the Company's capital and operational requirements, adequacy of reserves and compliance with contractual and legal requirements.

The board of directors have decided not to declare and pay the first instalment of dividend in respect of the 2015 fiscal year's net earnings. The decision to pay the second instalment dividend in respect of the 2015 fiscal year's net earnings will be addressed by the board of directors prior to the next scheduled dividend payment date of January 15, 2016.

## 16. EXPENSES BY NATURE

<i>(in thousands of dollars)</i>	Year ended March 31, 2015	Year ended March 31, 2014
Product and treating costs	1,188,173	1,056,458
Freight costs	37,519	33,662
Inventory write down	486	224
Warehouse costs	13,406	12,029
Salaries and benefits	52,308	45,307
Employee reimbursements and general office expenses	8,377	8,380
Foreign exchange expense	2,859	1,999
Other miscellaneous costs	2,252	2,457
Amortization	4,159	4,300
<b>Total</b>	<b>1,309,539</b>	<b>1,164,816</b>

## 17. FINANCE EXPENSE

The finance expense is comprised of:

<i>(in thousands of dollars)</i>	Year ended March 31, 2015	Year ended March 31, 2014
Interest on revolving credit facility and other short term liabilities	3,825	4,693
Interest on finance leases and long-term debt	2,147	1,659
Amortization of financing costs	271	651
<b>Total</b>	<b>6,243</b>	<b>7,003</b>

## 18. COMMITMENTS AND CONTINGENCIES

### a) Contractual Commitments

The Company has obligations under various operating leases for occupied premises and equipment. The following table shows the separation of minimum lease payments by period resulting from sale and leaseback transactions completed in 2006 and 2014 and from other operating leases consisting of vehicle, warehouse equipment and the Company's head office.

<i>(in thousands of dollars)</i>	Sale and Leaseback Operating Leases	Other Operating Leases	Total Operating Leases
No later than one year	1,793	679	2,472
Later than one year, but not later than five years	7,173	2,125	9,298
Later than five years	9,026	564	9,590

The sale and leaseback operating leases completed in February 2014 expire in February 2034. Rental rates are subject to adjustments starting March 2016 and every five years thereafter based on consumer price index. For each property, Taiga has two options to renew for five years each.

The sale and leaseback operating leases completed in the fiscal year ended March 31, 2006 expire in February 2021 or February 2026 depending on the property. Rental rates are subject to adjustments every five years based on consumer price index. For each property, Taiga has three options to renew for five years each.

Total operating lease payments recognized as an expense during the year ended March 31, 2015 were \$2,403,094 (2014 - \$2,365,449).



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### b) Other Outstanding Legal Matters

The Company is involved in various non-material legal actions and claims arising in the course of its business. The financial impact individually or in aggregate resulting from these actions and claims is not expected to be significant. The individual and aggregate outcomes cannot be determined at this time. See Note 26.

### c) Executive Transition Agreements

The Company has a transition agreement with one executive, which includes consulting contract with terms of three years. The annual compensation for this contract, including both the fixed and variable portions, ranges from a minimum of \$111,000 to a maximum of \$731,000. The Company is recording provisions associated with the contracts over the service terms. The accrued provision recorded as at March 31, 2015 was \$934,515 (March 31, 2014 - \$934,515). The fair value was determined by discounting the estimated future cash outflows arising after transition using a pre-tax discount rate of 4%.

## 19. CAPITAL DISCLOSURES

The Company's objectives for managing capital are to safeguard Taiga's ability to operate and grow its business, to provide a sufficient return to its shareholders, and to meet internal capital expenditure requirements and credit facility covenants. The revolving credit facilities and share capital are considered as the Company's capital.

The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares, or sell assets or consider other strategies to reduce debt.

The Company manages its capital by monitoring the balance between working capital and the revolving credit facility's borrowing base, which is a combination of accounts receivable and inventories less certain provisions. The Company is required to maintain a certain interest coverage ratio, based on a percentage of the borrowing base, restricted by a maximum loan limit. At March 31, 2015, the Company was in compliance with this requirement.

## 20. FINANCIAL INSTRUMENTS

### a) Accounting for financial instruments

The following table summarizes the carrying values of the Company's financial instruments:

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Held for trading	(190)	17
Loans and receivables	135,100	119,731
Other financial liabilities	(373,934)	(356,641)

The carrying amounts of accounts receivable and accounts payable approximate their fair values due to the short term to maturity of these instruments. The carrying amounts of the revolving credit facility and long-term debt approximate their fair values as these liabilities bear interest at variable market rates.

The carrying amount and fair values of finance lease obligations are as follows:

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Carrying amount	29,358	31,218
Fair value	28,835	30,981

The fair value of the finance lease obligations was determined using current borrowing rates for similar debt instruments.

The carrying amount and fair values of the subordinated notes are as follows:

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Carrying amount	128,834	128,834
Fair value	144,281	137,852

The fair value of the subordinated notes was determined based on closing price of the notes which are traded on the Toronto Stock Exchange.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

The carrying amount of derivative financial instrument assets and liabilities are equal to their fair values as these instruments are re-measured to their fair values at each reporting date as follows:

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Lumber futures	(13)	17
Interest swap	(177)	-

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – based on quoted prices in active markets for identical assets or liabilities;

Level 2 – based on inputs other than quoted prices that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); or

Level 3 – applies to assets and liabilities for inputs that are not based on observable market data, which are unobservable inputs.

Derivative financial instrument assets and liabilities are classified as level 2.

### b) Nature and extent of risks arising from financial instruments

The Company's activities result in exposure to a variety of financial risks, including risks related to credit, market, interest, currency, liquidity, and commodity prices.

#### *(i) Credit risk*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Taiga is exposed to credit risk on accounts receivable from customers. Taiga extends to its customers credit, which is generally unsecured. Taiga has credit management procedures in place to mitigate the risk of losses due to the insolvency or bankruptcy of customers. Taiga regularly reviews customer credit limits, monitors the financial status of customers and assesses the collectability of accounts receivable. However, risk exists that some customers may not be able to meet their obligations and the loss of a large receivable could have a significant negative impact on Taiga's profitability.

The Company is also exposed to credit risk from the potential default by any of its counterparties on the interest swap ((iii) below) and lumber futures contracts ((iv) below). The Company mitigates this credit risk by dealing with counterparties that are established major financial institutions. Taiga evaluates potential counterparties in advance of entering into such agreements and deals only with parties it anticipates will satisfy their obligations under the contracts.

#### *(ii) Market risk*

Market risk refers to the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Taiga utilizes significant leverage to finance day-to-day operations. The interest cost of Taiga's revolving credit facility is predominately based on the prime rate. For the year ended March 31, 2015, if interest rates had been 100 basis points higher, based on the Company's average borrowing level related to its Facility, interest expense would have increased by approximately \$938,000.

Taiga monitors current interest rates and selectively utilizes interest rate swap agreements. Taiga had one interest rate swap agreement outstanding as at March 31, 2015:

Counterparty	Maturity	Notional Amount	Fixed Rate	Fair values		
				March 31, 2015	March 31, 2014	Change
JP Morgan	Sept 2017	\$10,000,000	1.78%	\$(177,629)	-	\$(177,629)

The decrease in market value of \$177,629 (2014 - \$0) for the year ended March 31, 2015 has been recorded in selling and administration expenses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

Foreign exchange risk refers to the risk that the fair value or future cash flow of a financial instrument denominated in a currency other than the functional currency in which they are measured will fluctuate because of changes in foreign exchange rates. Taiga does not hedge its foreign exchange risk. Financial instruments denominated in US dollars subject to foreign exchange risk are as follows:

<i>(in thousands of dollars)</i>	March 31, 2015	March 31, 2014
Accounts Receivable	7,579	4,343
Accounts Payable	(21,323)	(6,615)
Revolving Credit Facility	(2,008)	(3,134)
Total	(15,752)	(5,406)

As at March 31, 2015, with other variables unchanged, a one percentage point decline in the year end value of the Canadian dollar would have increased the foreign exchange loss by \$158,000 (2014 - \$54,000).

### *(iii) Liquidity risk*

Liquidity risk arises through the excess of financial obligations over financial assets due at any point in time. Taiga's ability to make scheduled payments or refinance its obligations depends on Taiga's successful financial and operating performance, cash flows and capital resources, which in turn depend upon prevailing economic conditions and certain financial, business and other factors.

Taiga's ability to maintain compliance with certain of its debt covenants under the Facility depends on meeting the required interest coverage ratio, which is subject to the Company's future financial and operating performance. The Company's ability to repay or refinance its indebtedness will also depend on its future financial and operating performance. The Company's performance, in turn, will be subject to prevailing economic and competitive conditions, as well as financial, business, legislative, regulatory, industry and other factors, many of which are beyond Taiga's control. The Company's ability to meet its future debt service and other obligations may depend in significant part on the extent to which the Company can implement successfully its business growth and cost reduction strategies. The Company cannot provide any assurance that it will be able to implement its strategy fully or that the anticipated results of its strategy will be realized.

### *(iv) Commodity Price risk*

Taiga does not generally hedge its commodity price risk through the purchase of lumber futures contracts. Substantially all purchases are made based on current orders and anticipated sales, and most sales are made from inventory or against product on order. Inventory levels are monitored in an attempt to achieve balance between maximum inventory turnover and anticipated customer demand. Although Taiga strives to reduce the risk associated with price changes by maximizing inventory turnover, Taiga maintains significant quantities of inventory, which is affected by fluctuating prices.

Taiga selectively utilizes Chicago Mercantile Exchange Random Length lumber futures contracts. Each contract calls for mill delivery of 110,000 board feet (plus or minus 5000 board feet) of random length 8-foot to 20-foot nominal 2-inch x 4-inch pieces. The contracts can be settled in cash or by delivery of a commodity. These positions are immaterial relative to the Company's consolidated inventories.

## 21. CHANGES IN NON-CASH WORKING CAPITAL

<i>(in thousands of dollars)</i>	Year ended March 31, 2015	Year ended March 31, 2014
(Increase) Decrease in Accounts receivable	(15,480)	17,173
(Increase) Decrease in Inventories	(17,664)	8,873
(Increase) Decrease in Prepaid expenses and other	(261)	209
Effect of foreign exchange on working capital	3,992	2,924
Increase (Decrease) in Accounts payable and accrued liabilities	20,321	(23,499)
Total	(9,092)	5,680

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2015 AND 2014 (IN CANADIAN DOLLARS)

### 22. SEASONALITY

The Company operates in a seasonal industry that generally experiences higher sales in the first and second quarters and reduced sales in the late fall and winter during its third and fourth quarters of each fiscal year.

### 23. SEGMENTED INFORMATION

Taiga operates within one business segment and has two reportable geographic segments as follows:

#### 2015

(in thousands of dollars)

	Canada	United States	Total
Revenue	1,239,464	109,254	1,348,718
Property, plant and equipment	34,349	8,721	43,070

#### 2014

(in thousands of dollars)

	Canada	United States	Total
Revenue	1,098,204	96,055	1,194,259
Property, plant and equipment	36,217	7,828	44,045

During the year, Taiga's Canadian operations had export sales of \$246.4 million (2014 - \$195.3 million). These export sales were primarily to the United States and Asia, and are included as part of the Canadian segment in the table above. For the year ended March 31, 2015, sales to a major customer represented 9.9% of sales (2014 - 10.1%).

### 24. MANAGEMENT COMPENSATION

Compensation of key management is recorded on the accrual basis of accounting consistent with the amounts recognized in the consolidated statements of earnings and comprehensive income. Compensation expenses for key management, which includes the Company's Board of Directors and Officers, were as follows:

(in thousands of dollars)	Year ended March 31, 2015	Year ended March 31, 2014
Salaries and other benefits	2,968	3,419

### 25. SALE AND LEASEBACK

In November 2013, Taiga entered into an agreement with Korite Capital Corporation for the sale and leaseback of five of Taiga's distribution facilities for net proceeds of \$19,431,910. The transaction was completed in February 2014 and resulted in an overall pre-tax gain of \$2,061,038. For the year ended March 31, 2014, the Company recognized an immediate gain of \$3,054,859 relating to the land components as they are now accounted for as operating leases. The gains and losses on the building components, now accounted for as finance leases, have either been deferred or capitalized, respectively, and will be amortized over the term of the lease.

### 26. SUBSEQUENT EVENT

Taiga has received a proposal letter from Canada Revenue Agency (CRA) indicating its intention to reassess for withholding taxes in relation to dividends paid or deemed to have been paid to the Company's two largest shareholders in connection with and subsequent to Taiga's corporate reorganization in 2005 involving a swap of then outstanding common shares for stapled units. The proposed reassessment for withholding taxes is up to approximately \$23 million, excluding interest and penalties, which amount is in dispute and subject to variation based on submissions to the CRA which have not yet been made. The Company has not received a notice of reassessment from CRA and has not recorded a provision for any amounts related to the potential reassessment.

The Company has formal written agreements with its two major shareholders that fully indemnify it from such potential liability and as a consequence, any such potential liability is not expected to have any impact on the Company's financial condition, results of operations or cash flows. The Company disagrees with CRA's proposal and intends to challenge any potential reassessment and vigorously defend its tax filings. Pursuant to the terms of the indemnities, the shareholders may elect to assume any action or defence of Taiga in connection with the foregoing.





# CORPORATE INFORMATION

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## BOARD OF DIRECTORS

**Kooi Ong Tong**  
*Chairman*

**Ian Tong**  
*Director*

**Peter Buecking**  
*Director*

**Otto-Hans Nowak**  
*Director*

**Cam White**  
*Director*

**Douglas Morris**  
*Director*

**Tan Thiam Chai**  
*Director*

**Brian Flagel**  
*Director*

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## OFFICERS

**Trent Balog**  
*CEO & President*

**Russell Permann**  
*COO & Executive VP Operations*

**Grant Sali**  
*CPO & Executive VP  
Supply Management*

**Mark Schneidereit-Hsu**  
*CFO & VP Finance & Administration*

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## TRANSFER AGENT

**Computershare**  
**Trust Company of Canada**  
*Vancouver, BC*

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## AUDITORS

**Dale Matheson Carr-Hilton**  
**Labonte LLP**  
*Vancouver, BC*

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## STOCK EXCHANGE

**TSX**

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## TRADING SYMBOLS

**TBL**  
**TBL.NT**

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## SOLICITORS

**Sangra Moller LLP**  
*Vancouver, BC*

**Downey Brand LLP**  
*Sacramento, CA*

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## ANNUAL GENERAL MEETING

1pm, July 30, 2015

Canyon Meadows  
Golf & Country Club  
Calgary, AB



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