



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON OCTOBER 26, 2017

NOTICE IS HEREBY GIVEN that the special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of Taiga Building Products Ltd. ("**Taiga**" or the "**Company**") will be held at Hilton Vancouver Metrotown Hotel, 6083 McKay Avenue, Burnaby, British Columbia, Canada on October 26, 2017 at 10:00 a.m. (Vancouver time) for the following purposes:

- (a) to authorize and approve, with or without variation, an ordinary resolution (the "**Share Issuance Resolution**"), the full text of which is set forth in the accompanying management information circular (the "**Circular**"), approving the issuance of up to 107,361,848 common shares of the Company (the "**Common Shares**") to holders of outstanding 14% subordinated notes of Taiga due September 1, 2020 (the "**Existing Notes**") in exchange for such Existing Notes, including the issuance of up to 59,647,593 Common Shares to certain interested parties of the Company (the "**Interested Parties**");
- (b) to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Share Issuance Resolution is a condition to the completion of the Share Option (as defined below) component of an exchange offer that will commence on or about October 2, 2017 (the "**Offer**"), whereby the Company has offered to purchase the outstanding Existing Notes in exchange for an equivalent principal amount of new 7% subordinated unsecured notes of Taiga due five years from the date of issuance (the "**Note Option**"), Common Shares at a rate of 833.33 Common Shares for each \$1,000 principal amount of Existing Notes, representing an issue price of \$1.20 per Common Share (the "**Share Option**"), or any combination of the foregoing as determined by holders of Existing Notes. The Share Issuance Resolution will be solely in respect of the Share Option pursuant to the Offer. If the Share Issuance Resolution is not approved by shareholders at the Meeting, the Company intends to pursue the Offer in respect of the Note Option only.

The Share Issuance Resolution is subject to approval by the disinterested holders of Common Shares as a result of the potential issuance of Common Shares to the Interested Parties because it is a "related party transaction" pursuant to applicable securities laws in Canada and pursuant to applicable Toronto Stock Exchange policies.

Accompanying this Notice of Meeting is the Circular and a form of proxy. Only holders of Common Shares of record at the close of business on September 6, 2017 will be entitled to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, except that a person who has acquired Common Shares subsequent to such date will be entitled to vote such Common Shares upon making a written request no later than 10 days preceding the date of the Meeting, to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, to be included on the list of shareholders entitled to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, and establishing ownership of such Common Shares.

If you are a registered shareholder and are unable to attend the Meeting in person, please exercise your right to vote by completing the enclosed form of proxy and returning it to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department. In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc., not less than 48 hours (excluding Saturdays, Sundays and statutory or civic holidays in Vancouver, British Columbia or Toronto, Ontario) before the fixed time of the Meeting, or any adjournment(s) or postponement(s) thereof. Further information with respect to voting by proxy is included in the accompanying Circular.

If you are a non-registered shareholder of Taiga and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

As a shareholder of the Company, it is very important that you read this material carefully and then vote your Common Shares, either by proxy or in person at the Meeting. The accompanying Circular provides further information about how to exercise your right to vote your securities.

DATED at Burnaby, British Columbia this 29th day of September, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF
TAIGA BUILDING PRODUCTS LTD.**

(signed) Dr. Kooi Ong Tong

Dr. Kooi Ong Tong
Chairman of the Board of Directors