

Management's Discussion and Analysis

For the years ended December 31, 2022 and 2021

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 February 24, 2023 and should be read in conjunction with the audited consolidated financial statements and the corresponding notes thereto for the years ended December 31, 2022 and 2021. 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 February 24, 2023 can be found on SEDAR at 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 the anticipated outcome of 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 legal or regulatory proceedings, 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. 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.

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 and one in Washington. In addition, Taiga regularly distributes through the use of third party reload centres. Taiga also owns and operates four 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 2023 to worsen compared to calendar year 2022. Taiga's secondary market, the United States, is expected to worsen in 2023 compared to calendar year 2022. See Item 12 "Outlook".

Selected Financial Information

(in millions of dollars, except for share amounts and per share amounts in dollars)	Year Ended December 31,		
	2022	2021	2020
Income Statement Data:			
Sales	2,193	2,220	1,589
Gross Margin	291.2	300.2	225.2
Net Earnings	88.6	92.7	70.8
Net Earnings per Share (Basic and Fully Diluted) ⁽¹⁾	0.82	0.85	0.64
Weighted Average Number of Shares Outstanding	108,197,313	108,457,725	110,269,076
EBITDA ⁽²⁾	139.3	145.2	116.9
Balance Sheet Data:			
Working Capital ⁽³⁾	310.6	224.6	189.1
Total Assets	617.8	583.0	474.2
Total Long-Term Financial Liabilities ⁽⁴⁾	98.9	107.6	125.6

Notes:

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

(2) Reconciliation of net earnings to EBITDA:

(in millions of dollars)	Fiscal Year December 31,				
	2022	2021	2020	2019	2018
Net earnings	88.6	92.7	70.8	25.9	20.3
Income tax expense	31.9	33.0	25.4	9.9	8.7
Finance and subordinated debt interest expense	7.3	8.4	9.3	11.0	8.0
Amortization	11.5	11.1	11.4	10.8	5.7
EBITDA	139.3	145.2	116.9	57.7	42.7

(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 December 31, 2022 were \$2,192.7 million compared to \$2,219.7 million for the last fiscal year. The decrease in sales by \$27.0 million or 1% was largely due to decreased selling prices for commodity products.

Sales by segments are as follows:

	Years ended December 31,			
	2022		2021	
	\$000's	%	\$000's	%
Canada	1,802,310	82.2	1,815,706	81.8
United States	390,395	17.8	403,968	18.2

For the fiscal year, export sales totalled \$266.6 million compared to \$314.6 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 panels, as a percentage of total sales, was 57.9% for the fiscal year ended December 31, 2022 and 59.1% for 2021. Allied, engineered and treated wood product sales, as a percentage of total sales, was 42.1% for 2022 and 40.9% for 2021.

Gross Margin

Gross margin for the fiscal year ended December 31, 2022 decreased to \$291.2 million from \$300.2 million in the previous year. The decrease was due to lower selling prices of commodity products particularly in the last two quarters of the fiscal year. Gross margin percentage decreased to 13.3% in the current year compared to 13.5% in the previous year. This decrease was primarily due to fluctuations in commodity prices.

Expenses

Distribution expense for the fiscal year ended December 31, 2022 increased to \$29.9 million from \$27.6 million last year primarily due to increased depreciation, property taxes, maintenance and insurance costs.

Selling and administration expense for the year ended December 31, 2022 decreased to \$133.5 million compared to \$138.3 million in the previous year primarily due to decreased compensation costs.

Finance expense for the year ended December 31, 2022 decreased to \$6.6 million compared to \$7.5 million in the prior year. The decrease was primarily due to lower borrowing levels leading to lower interest costs.

Net Earnings

Net earnings for the year ended December 31, 2022 decreased to \$88.6 million from \$92.7 million last year primarily due to the foregoing.

EBITDA

EBITDA for the year ended December 31, 2022 was \$139.3 million compared to \$145.2 million last year.

3. Quarter Ended December 31st Results

A summary of the results for the three months ended December 31, 2022 and 2021 is as follows:

<i>(in thousands of dollars except per share amount in dollars)</i>	Three months ended December 31,	
	2022	2021
Sales	400,813	412,461
Gross margin	49,431	54,285
Distribution expense	7,933	6,861
Selling and administration expense	27,210	32,789
Finance expense	1,055	1,724
Subordinated debt interest expense	113	219
Other expenses (income)	20	(17)
Earnings before income tax	13,100	12,709
Income tax expense	3,387	2,427
Net earnings	9,713	10,282
Net earnings per share	0.09	0.10
EBITDA ⁽¹⁾	17,221 ⁽¹⁾	17,425 ⁽¹⁾

Note:

(1) See the reconciliation of net earnings to EBITDA below.

Sales

The Company's consolidated net sales for the quarter ended December 31, 2022 were \$400.8 million compared to \$412.5 million in the same quarter last year. The decrease in sales by \$11.6 million was largely due to lower selling prices on commodity prices in the quarter ended December 31, 2022.

The Company's sales of dimension lumber and panel, as a percentage of total sales, was 55.2% for both the quarters ended December 31, 2022 and 2021. Allied, engineered and treated wood product sales, as a percentage of total sales, was 44.8% both the quarters ended December 31, 2022 and 2021.

Sales by segments are as follows:

	Revenue by Point of Sale			
	Three months ended		Three months ended	
	December 31,		December 31,	
	2022		2021	
	\$000's	%	\$000's	%
Canada	331,953	82.8	338,290	82.0
United States	68,860	17.2	74,171	18.0

During the quarter ended December 31, 2022, Taiga's Canadian operations had export sales of \$43.8 million compared to \$57.6 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.

Gross Margin

Gross margin for the quarter ended December 31, 2022 decreased to \$49.4 million from \$54.3 million over the same quarter last year. Gross margin percentage decreased to 12.3% in the current quarter compared to 13.2% in the same quarter last year. These decreases were primarily due to fluctuations in commodity prices.

Expenses

Distribution expense for the fourth quarter increased to \$7.9 million compared to \$6.9 million in the same quarter last year primarily due to increased depreciation, property taxes, maintenance and insurance costs.

Selling and administration expense for the quarter ended December 31, 2022 decreased to \$27.2 million compared to \$32.8 million over the same quarter last year primarily due to decreased compensation costs.

Finance expense for the quarter ended December 31, 2022 decreased to \$1.1 million compared to \$1.7 million for the same quarter last year. The decrease was primarily due to lower borrowing levels leading to lower interest costs.

Net Earnings

Net earnings for the quarter ended December 31, 2022 decreased to \$9.7 million from \$10.3 million last year primarily due to the foregoing.

EBITDA

EBITDA for the quarter ended December 31, 2022 was \$17.2 million compared to \$17.4 million for the same quarter last year.

Reconciliation of net earnings to EBITDA:

<i>(in thousands of dollars)</i>	Three months ended December 31,	
	2022	2021
Net earnings	9,713	10,282
Income tax expense	3,387	2,427
Finance and subordinated debt interest expense	1,168	1,943
Amortization	2,953	2,773
EBITDA	17,221	17,425

4. Summary of Quarterly Results

<i>(in thousands of dollars, except per share amount in dollars)</i>	Year ended December 31, 2022				Year ended December 31, 2021			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Sales	400,813	533,066	646,122	612,704	412,461	484,563	786,732	535,918
Net earnings (loss)	9,713	18,620	20,755	39,500	10,282	(5,240)	58,468	29,176
Net earnings (loss) per share ⁽¹⁾	0.09	0.17	0.19	0.37	0.10	(0.05)	0.54	0.27
EBITDA	17,221	29,764	33,748	58,568	17,425	(1,841)	84,539	45,107

Note:

- (1) The amounts are identical on a basic and fully-diluted per share basis as the Company has no potentially dilutive instruments. Earnings per share is calculated using the weighted-average number of shares outstanding for the year.

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 quarters ended June 30 and September 30 and reduced sales in the late fall and winter during its quarters ended December 31 and March 31 of each fiscal year.

5. Liquidity and Capital Resources

Revolving Credit Facility

On December 21, 2022, the Company entered into a new \$250 million senior secured revolving credit facility (the "Facility") with a syndicate of lenders led by the Bank of Montreal and including Scotiabank, Bank of America, TD Bank and CIBC. The Facility bears interest at variable rates plus variable margin, is secured by a first perfected security interest in all real and personal property of the Company and certain of its subsidiaries, and matures on December 20, 2027. 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 December 31, 2022.

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 December 31, 2022 increased to \$310.6 million from \$224.6 million as at December 31, 2021. The increase in working capital can be attributed to higher cash and inventory balances. Additionally, current debts, such as the 7% subordinated notes, were paid off, and tax installment payments were made, which led to a reduction in income taxes payable. Taiga believes that current levels are adequate to meet its working capital requirements.

Summary of Financial Position

<i>(in thousands of dollars)</i>	December 31, 2022	December 31, 2021
Current Assets	463,953	430,589
Current Liabilities (excluding Revolving Credit Facility)	(153,397)	(205,958)
Working Capital	310,556	224,631
Long Term Assets	153,879	152,415
Long Term Liabilities	(101,187)	(109,991)
Shareholders' Equity	363,248	267,055

Assets

Total assets were \$617.8 million as at December 31, 2022 compared to \$583.0 million as at December 31, 2021. The increase was primarily the result of increased cash and cash equivalents, inventories and current and deferred tax assets.

Cash increased to \$94.5 million as at December 31, 2022 compared to \$69.7 million as at December 31, 2021. This is primarily due to decreased cash used in financing activities.

Inventories increased to \$226.4 million as at December 31, 2022 compared to \$217.7 million as at December 31, 2021 primarily due to the increased value of treated inventory on hand in 2022.

Liabilities

Total liabilities decreased to \$254.6 million as at December 31, 2022 from \$315.9 million as at December 31, 2021. The decrease was primarily the result of decreased accounts payable, accrued liabilities, income tax payable and the redemption of the subordinate notes.

Accounts payable and accrued liabilities decreased to \$148.0 million as at December 31, 2022 compared to \$155.9 million as at December 31, 2021 due to decreased compensation accruals.

Income tax payable decreased to \$nil as at December 31, 2022 compared to \$31.7 million as at December 31, 2021 due to lower taxable income and the Company paying instalments during 2022.

Contractual Obligations

<i>(in thousands of dollars)</i>	Right-of-use leases	Operating leases⁽¹⁾
No later than one year	5,408	6
Later than one year, but not later than five years	3,345	8
Later than five years	88,689	0

Note:

(1) The operating leases relate to leases with a lease term of less than 12 months and low value assets.

Outstanding Share Data

The Company has only one class of shares outstanding, its common shares without par value. On February 24th, 2023, there were 108,171,321 common shares issued and outstanding.

On August 18, 2021, the Company commenced a further NCIB for its common shares. Under the terms of the NCIB, the Company may purchase up to 5,427,077 of its then outstanding 108,541,557 common shares, representing 5% of the outstanding common shares. For the year ended December 31, 2021, the Company purchased 332,594 of its common shares for cash payments of \$843,752. These common shares purchased by the Company have been cancelled. This NCIB expired on August 17, 2022.

On August 31, 2022, the Company commenced a further NCIB for its common shares. Under the terms of the NCIB, the Company may purchase up to 5,410,448 of its then outstanding 108,208,963 common shares, representing 5% of the outstanding common shares. For the year ending December 31, 2022 the Company purchased 37,642 shares for \$94,007. These common shares purchased by the Company have been cancelled. At December 31, 2022 there were 5,372,806 remaining common shares permitted to be purchased by the Company per the terms of the NCIB with an expiration on August 30, 2023.

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 14 to the Audited Consolidated Financial Statements for the Year ended December 31, 2022.

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 February 24, 2023, available on SEDAR at www.sedar.com.

8. Critical Accounting Policies and Estimates, and Future Accounting Changes

The significant accounting policies of Taiga are described in Note 3 to the Consolidated Financial Statements for the year ended December 31, 2022.

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 December 31, 2022 was \$1.3 million (2021 – \$1.3 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 December 31, 2022 was \$1.0 million (2021 – \$0.2 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 judgment 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.

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, which could result in an adjustment to the deferred tax provision and a corresponding credit or charge to income.

Goodwill

Management uses judgment in determining the fair value of the acquired net identifiable tangible and intangible assets at the date of a business combination. Any resulting goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill at December 31, 2022 relates to the Company's acquisition of Exterior Wood, Inc. Goodwill is not amortized, but is tested for impairment annually or more frequently if changes in circumstances indicate a potential impairment. Goodwill impairment is assessed based on a comparison of the recoverable amount of a cash-generating unit to the underlying carrying value of that cash-generating unit's net assets, including goodwill. Significant estimates are required in determining the recoverable amount of each cash-generating unit, including a discount rate, a growth rate and revenue projections. When the carrying amount of the cash-generating unit exceeds its recoverable amount, the higher of the fair value less cost of disposal and the value-in-use related to the cash-generating unit is compared to its carrying value and excess of carrying value is recognized as an impairment loss (Note 10).

9. 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 most recent Management Information Circular available on SEDAR at www.sedar.com and Note 25 to the Company's audited consolidated financial statements for the year ended December 31, 2022. The remuneration for key management, which includes the Company's directors and officers, were as follows:

<i>(in thousands of dollars)</i>	Year ended December 31, 2022	Year ended December 31, 2021
Salaries and other benefits	18,076	15,760

An amount of \$14,379,713 is included in accounts payable and accrued liabilities relating to bonuses to key management.

10. 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 22 to the Company's audited consolidated financial statements for the year ended December 31, 2022.

11. 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 Year ended December 31, 2022.

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 year ended December 31, 2022 which materially affected, or are reasonably likely to materially affect the Company’s ICFR.

12. 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”) in their Spring 2022 Housing Market Outlook, housing starts in Canada are expected to range between 224,600 and 269,100 in 2023 compared to 247,700 and 273,100 in 2022.

In the United States, the National Association of Home Builders reported in January 2023 that housing starts are forecasted to total 1,135,000 units in the 2023 calendar year compared to 1,542,000 units in calendar year 2022.