



Tree Island Steel Ltd.

Annual Information Form  
for the Financial Year Ended December 31, 2016

February 23, 2017

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## Forward Looking Statements

The information disclosed in this Annual Information Form (“AIF”) is stated as at December 31, 2016 or for the year ended December 31, 2016, as applicable, unless otherwise noted. Unless the context indicates otherwise, all references to “Tree Island Steel” relate to Tree Island Steel Ltd. (the “Company”), including its wholly owned subsidiary Tree Island Industries Ltd. (“TI Canada”), and, as applicable, its predecessor Tree Island Wire Income Fund (the “Fund”).

This AIF includes certain “forward looking statements” and “forward looking information” within the meaning of applicable Canadian securities laws (collectively, “forward looking statements”) with respect to Tree Island Steel, including its business, operations and strategies, as well as financial performance and conditions. The words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect”, and similar expressions are often used to identify forward looking statements. These forward looking statements relate to future events or future performance and reflect management’s expectations or beliefs regarding future events, and include, but are not limited to, statements regarding: (i) business and economic conditions; (ii) Tree Island Steel’s growth, results of operations, performance and business prospects and opportunities; and (iii) Tree Island Steel’s ability to execute its strategy. Any statements that are contained herein that are not statements of historical fact may be deemed to be forward looking statements. Although management believes that expectations reflected in forward looking statements are reasonable, such forward looking statements involve risks and uncertainties including the risks and uncertainties discussed under the heading “*Risk Factors*”.

The forward looking statements contained herein reflect management’s current beliefs and are based upon certain assumptions that management believes to be reasonable based on the information currently available to management. By their very nature, forward looking statements involve inherent risks and uncertainties, both general and specific, and a number of factors could cause actual events or results to differ materially from the results discussed in the forward looking statements. In evaluating these forward looking statements, prospective investors should specifically consider various factors including the risks outlined herein under the heading “*Risk Factors*” which may cause actual results to differ materially from any forward looking statement. Such risks and uncertainties include, but are not limited to: general economic, market and business conditions, the cyclical nature of our business and demand for our products, financial condition of our customers, competition, deterioration in Tree Island Steel’s liquidity, leverage, and restrictive covenants, disruption in the supply of raw materials, volatility in the costs of raw materials, dependence on the construction industry, transportation costs, foreign exchange fluctuations, labour relations, trade actions, dependence on key personnel and skilled workers, reliance on key customers, environmental matters, intellectual property risks, energy costs, un-insured loss, credit risk, operating risk, management of growth, success of acquisition and integration strategies, and other risks and uncertainties set forth in our publicly filed materials.

Should one or more of the risks or uncertainties identified herein materialize, or should the assumptions underlying the forward looking statements prove to be incorrect, then actual results may vary materially from those described herein.

This AIF has been reviewed by the Company’s Board of Directors (the “Board”) and its Audit Committee, and contains information that is current as of the date of this AIF, unless otherwise noted. Events occurring after that date could render the information contained herein inaccurate or misleading in a material respect. Readers are cautioned not to place undue reliance on this forward looking statements and management undertakes no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise except as required by applicable securities laws.

## Non-IFRS Measures

References in this AIF, and any documents incorporated by reference herein, to “EBITDA” are to operating profit and adding back depreciation. EBITDA is a measure used by many investors to compare issuers on the basis of ability to generate cash flows from operations. EBITDA is not an earnings measure recognized by International Financial Reporting Standards (“IFRS”) and does not have a standardized meaning prescribed by IFRS. We believe that EBITDA is an important supplemental measure in evaluating the Company’s performance. You are cautioned that EBITDA should not be construed as an alternative to net income or loss determined in accordance with IFRS as indicators of performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows. Our method of calculating EBITDA may differ from methods used by other issuers and, accordingly, our EBITDA may not be comparable to similar measures presented by other issuers.

## Currency Presentation

All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars.

## Corporate Structure

### Name, Address and Incorporation

Tree Island Steel Ltd. is incorporated under the *Canada Business Corporations Act* (the “CBCA”). The Company amended its articles effective May 13, 2014 to alter its authorized capital in connection with the consolidation of its common shares (the “Shares”), as more particularly described below under “General Development of Business and Three Year History - 2014 and 2015 Developments - Share Consolidation”.

The Company’s head office is located at 3933 Boundary Road, Richmond, British Columbia, Canada, V6V 1T8 and its common shares (“Shares”) are traded on the Toronto Stock Exchange under the symbol “TSL”.

### Inter-corporate Relationships



The Company holds a 100% ownership interest in Tree Island Industries Ltd., which is incorporated under the laws of the Province of British Columbia. TI Canada’s wholly-owned significant subsidiaries, Tree Island Wire Holdings (USA), Inc. (“TIWH”) and Tree Island Wire (USA), Inc. (“TI USA”) are incorporated under the laws of the state of Delaware. The relationship between the Company and TI Canada, TIWH and TI USA (collectively the “Subsidiaries”) is noted below:

## **General Development of Business and Three Year History**

Headquartered in Richmond, British Columbia, Tree Island Steel has been in business since 1964 and is one of North America's largest producers of steel wire and fabricated wire products. Through its operating facilities in Canada and the United States, Tree Island Steel produces and sources thousands of different products which can be classified into eight broad product categories: galvanized wire, bright wire, welded wire concrete reinforcing mesh, bulk nails, collated nails, stucco reinforcing products, fencing products, and other fabricated wire products. The market segments that the products are sold are categorized into four segments: Industrial, Residential, Commercial and Agricultural.

The adjustments we made to our business this year and the past several years enabled us to improve our EBITDA from \$18.2 million in 2015 to \$21.0 million in 2016, an increase of 15.0% as we continue to refine and solidify our operating foundation. Stemming from the general business environment in 2016 we experienced a stronger first half of our fiscal year with challenges in the second half, lead by the acceleration of raw material prices and the softening of both market demand and prices for certain end products we sell. Revenues totaled \$231.2 million in 2016 as we continue our focus on long term sustainable growth and profitability.

In adapting our business to meet the ever-changing market environment and capitalize on opportunities, we brought on a new operating facility in Calgary in late 2015. In the second half of 2016, we consolidated our US Residential operating facilities into a single location and divested the Stainless product lines along with the related machinery, equipment and business assets. We also made strategic personnel decisions to support the future growth of the company, which included concluding five-year collective agreements with the hourly production staff at all our production facilities (the first of these agreements will expire in 2020), the formalization of the Chief Operating Officer position.

Business and operational developments that have influenced the general development of the Company over the past three years include the following:

### **2016 Developments**

#### ***Consolidation of Operating Facilities***

As part of our ongoing activities to improve efficiencies, operating leverage and cost structure, we consolidated certain of our US Residential operations, which includes our nail collating and stucco products, into a single location in southern California. Included in the consolidation evaluation was the decision that the strategic focus of the Company is in carbon steel product lines which represented 98% of the business. Subsequently, on September 30, 2016, we divested the Stainless product lines and its related machinery, equipment and business assets ("Stainless") to a strategic purchaser whose primary focus is in stainless steel manufacturing. The transaction is not material to Tree Island's operations or financial condition.

In the third quarter, TI USA entered into a lease agreement for a new production facility in San Bernardino, CA to house our US Residential operations. The consolidation of operations from the previous location involved site preparation and relocation of the manufacturing and administrative activities. The expansion is of sufficient size to accommodate our current US Residential operations with additional space for future long-term growth. The manufacturing activities conducted at the Etiwanda facility continue at the current location.

#### ***Labour Relations***

The Company concluded several collective agreements with all of its hourly production employees in the United States and at the Calgary facility. These collective agreements expire in 2021 and, along with the collective agreements concluded in 2015 for hourly employees at the Richmond facility (which expire in 2020), set an important foundation for continued growth, increased stability for customers and further investments into our operations.

### ***Chief Operating Officer***

Mr. Remy Stachowiak, previously the Vice President, Sales and Marketing, was appointed as Chief Operating Officer, and in his new capacity will be able to strengthen the alignment and cooperation of our sales efforts and our operating activities.

### ***Board of Directors***

Mr. Joe Downes, a former Senior Vice President of Leggett and Platt, was added as an eighth Board member effective January 1, 2017.

### ***Dividend Policy***

On May 5, 2016, the Board approved certain amendments to the Company's dividend policy which increased dividends from \$0.01 per Share per quarter to \$0.02 per Share per quarter commencing the second quarter of 2016. The Company's dividend policy will continue to be reviewed by the Board quarterly and is based on a number of factors, including current operations, operating costs, financial tests and other covenants under the Company's credit facilities, available investment opportunities, the supply and cost of raw materials, foreign exchange rates, the Company's hedging program and satisfaction of applicable corporate liquidity and solvency tests for the declaration of dividends.

The Company paid out a \$0.01 per Share quarterly dividend on January 15, 2016 and April 15, 2016 and quarterly dividends of \$0.02 per Share on July 15, 2016 and October 14, 2016. The Company also announced a \$0.02 per Share dividend payment on December 15, 2016 payable to shareholders on Record on December 30, 2016. The dividends were paid on January 16, 2017.

### ***Share Buy-Back***

The Company renewed the normal course issuer bid, commencing on September 21, 2016 and expiring September 20, 2017 (or an earlier date should Tree Island Steel complete its purchases), to purchase up to 1,610,000 Shares, representing approximately 10% of the public float of Tree Island's issued and outstanding common Shares.

In 2016, 41,100 Shares were purchased (at an average price of \$3.54 per Share) and cancelled.

### **2014 and 2015 Developments**

#### ***New Production Facility in Calgary, AB***

In late 2015 the Company added a new production facility in Calgary, Alberta. The new facility provides strategic benefits by expanding Tree Island's business in welded wire reinforcement products through increased capacity on standard construction mesh products and expands the breadth of product offerings to include engineered structural mesh products ("ESM"). The ESM capabilities also provide Tree Island a foothold in the infrastructure and large commercial construction markets providing a lower installed cost solution that replaces conventional steel rebar.

#### ***Labour Relations***

The Company concluded several collective agreements in 2015 involving all of its hourly production staff at the Richmond, BC manufacturing facility, salary employees at Tree Island's Richmond, BC administration office, and foremen, supervisors and quality control employees at the Richmond, BC manufacturing facility. The collective agreements expire in 2020 and set an important foundation for continued sales growth, increased stability for customers and further investments into the Richmond operations.

### ***Board of Directors***

Mr. Peter Bull was added as a seventh Board member in 2015.

### ***Dividend Policy***

On July 28, 2015, the Company's Board approved a dividend policy of \$0.01 per Share per quarter that commenced in the third quarter of 2015. The declaration of dividends depend on a number of factors, including but not limited to operations, operating costs, financial tests and other covenants under the Company's credit facilities, available investment opportunities, the supply and cost of raw materials, foreign exchange rates, the Company's hedging program and satisfaction of applicable corporate liquidity and solvency tests.

### ***Debentures redeemed for / converted to Shares***

On January 27, 2014, the Company announced that it would redeem all of its 10% second lien convertible debentures (the "Convertible Debentures") scheduled to mature on November 26, 2014 by March 4, 2014 (the "Redemption Date"). By the Redemption Date, the Company had redeemed \$174,600 in principal amount of the Convertible Debentures. Between January 2, 2014 and the Redemption Date, a total of \$15,969,400 in principal amount of the Convertible Debentures were converted to 31,938,800 Shares or 15,969,400 Shares after adjustment for the share consolidation which took effect on May 16, 2014 and is discussed below.

### ***Share Consolidation***

On March 14, 2014, the Company announced a share consolidation of the Shares (the "Share Consolidation") on the basis of one post-consolidation Share for every two pre-consolidation Shares (each a "Pre-Consolidation Share"). The Share Consolidation was approved by the Company's shareholders at the annual and special meeting held on May 13, 2014. Upon completion of the Share Consolidation, which took effect on May 16, 2014, there were 30,343,823 Shares outstanding. The Share Consolidation did not materially affect any shareholder's percentage ownership in the Company or their proportionate voting rights.

### ***Senior Credit Facility***

On April 21, 2014, the Company renewed its senior banking facility with Wells Fargo Capital Finance Corporation Canada ("Wells Fargo"). The five year senior secured committed banking facility (the "Senior Credit Facility") was increased from \$40.0 million to \$60.0 million and matures in April of 2019. The Senior Credit Facility is secured by a first charge over Tree Island Steel's assets supported by the appropriate guarantees, pledges and assignments, and requires that certain covenants be met by Tree Island Steel. The Senior Credit Facility agreement and the subsequent amendments to the agreement are available on SEDAR at [www.sedar.com](http://www.sedar.com) (refer to the section titled "Credit Facilities" of this AIF for further details).

On April 30, 2015, the Company obtained a second term loan from Wells Fargo in the amount of \$3.2 million for the purchase of capital equipment. The term loan is part of the existing \$60 million Senior Credit Facility and is amortized over five years with interest charged at variable rates. The funds were advanced on April 30, 2015. Payment of the principal and interest payments began June 1, 2015.

On October 30, 2015, the Company re-financed its term loans with Wells Fargo, which included an additional \$7.4 million being advanced for the purchase of capital equipment and included improvements to the interest rates charged.

### ***Share Buy-Back***

In 2015, a total of 36,900 Shares were purchased (at an average price of \$2.89 per Share) and cancelled.

## **Warrants**

At the start of 2014, the number of Pre-Consolidation Share purchase warrants (“Pre-Consolidation Warrants”) outstanding was 4,575,000. Each Pre-Consolidation Warrant was exercisable for one Pre-Consolidation Share at an exercise price of \$0.57. The Pre-Consolidation Warrants had an expiration date of November 26, 2014. In the first quarter of 2014, 202,500 Pre-Consolidation Warrants were exercised and converted into Pre-Consolidation Shares on a one-for-one basis, resulting in \$115,425 of total proceeds that were recorded as share capital on the Company’s financial statements.

Immediately prior to completion of the Share Consolidation, there were 4,372,500 Pre-Consolidation Warrants outstanding. Pursuant to the terms of the Pre-Consolidation Warrants, after giving effect to the Share Consolidation, the number of Pre-Consolidation Warrants outstanding was adjusted by the same ratio of one Share purchase warrant (a “Warrant”) for every two Pre-Consolidation Warrants for an aggregate of 2,186,250 Warrants outstanding upon completion of the Share Consolidation, with each Warrant exercisable for one Share. The exercise price was also adjusted accordingly such that the exercise price for each Warrant was \$1.14.

In the last quarter of 2014, 798,750 Warrants were exercised and converted into Shares on a one-for-one basis. The total proceeds of \$910,575 were recorded as share capital on the Company’s financial statements. The remaining 1,387,500 Warrants were not redeemed prior to expiration on November 26, 2014.

### ***Trade Action Review – U.S. Trade Case Against Certain Alloy Steel Wire Rod from People’s Republic of China***

On November 13, 2014, the U.S. Department of Commerce announced a final determination of anti-dumping and countervailing duties against imports of carbon and certain alloy steel wire rod from China and made a further determination on December 15, 2014 that the U.S. domestic industry has suffered injury as a result.

Dumping margins ranged from 106.19% to 110.25%. In addition, the U.S. applied countervailing duties on top of the anti-dumping duties that range from 178.46% to 193.31%.

The petitioners for this investigation were ArcelorMittal USA, Charter Steel, Evraz Pueblo (formerly Evraz Rocky Mountain Steel), Gerdau Ameristeel U.S. Inc., Keystone Consolidated Industries, Inc., and Nucor Corporation.

### ***Trade Action Review – China Wire Rod Export Rebate***

As of December 31, 2014, China cancelled its 9% VAT rebate for boron wire rods in an effort to retain more value added production in China. Prior to this, exports of steel rod of certain alloys, including boron, chrome, and vanadium received VAT rebates from the Chinese government while non-alloy rod was subject to a 15% export tax. The cessation of VAT rebates was for boron rod only and there has been no discussion so far about the application of export taxes on boron rod from China.

### ***Trade Action Review – U.S. Trade Case Against Steel Nails From Korea, Malaysia, Oman, Taiwan and Vietnam***

On July 9, 2015, the U.S. International Trade Commission (“ITC”) released to the public its final decision regarding the anti-dumping trade case against the aforementioned countries.

The trade case covered certain steel nails having a nominal shaft length not exceeding 12 inches. Certain steel nails include, but are not limited to, nails made from round wire and nails that are cut from flat-rolled steel.



The ITC determined the U.S. steel nail industry was and is materially injured by the imports of certain steel nails from the subject countries and imposed the following anti-dumping duties:

<u>Country</u>	<u>Anti-Dumping Margin Range</u>
Korea	0% - 11.80%
Malaysia	2.66% - 39.35%
Oman	9.10%
Taiwan	0% - 2.24%
Vietnam	323.99%

In 2014, the U.S. apparent consumption of certain steel nails was US\$895 million, of which the subject countries made up approximately 34% (US\$305 million) of the total, or approximately 252,389 tons of steel nails. Although favourable, the results of the nail trade case are not expected to have a material impact on the Company.

## **Description of our Business**

### **Industry Overview**

The steel wire and fabricated wire products industry manufactures a broad spectrum of items from carbon steel wire rod. Steel wire and fabricated wire products are used extensively in many industries, including manufacturing, construction, pulp and paper, mining, agriculture, recycling, oil and gas, transportation, and forestry.

Most fabricated wire producers in North America manufacture a limited range of products and their geographic market is restricted by high transportation costs. The industry has experienced a limited amount of consolidation as some companies have sought to broaden their product offering and diversify their geographic markets, but overall the industry is highly fragmented.

The steel wire industry is very competitive, both domestically and internationally. Customers can source very similar products from a variety of manufacturers and an established brand is one factor that can set manufacturers apart. Both domestic and foreign producers participate in the North American market. Foreign producers often tend to focus on high volume commodity items and compete aggressively on price. Domestic producers typically are more dominant in products that require more value-added processing that must conform to specific standards or because of their bulk, incur high freight costs. Imports from China have increased significantly in recent years, and include products like bulk and collated nails, stucco product and galvanized wire.

### **Our Business Strategy**

Our primary objective is to be a leader in the steel wire industry by providing our customers with high quality products designed for their specific needs, focusing on targeted growth and maintaining competitive pricing. The following are the key components of this strategy:

- *Be the supplier of choice* – Customers are increasingly seeking higher service levels at competitive prices and the opportunity to source a wider range of products from fewer suppliers. This is accomplished by providing a broad range of high quality products, ongoing product innovation and high levels of customer service.
- *Pricing* – Our goal is to capitalize on brand strength and high quality products to achieve value-added pricing relative to our competitors. In addition, we will adjust the prices of our products, subject to prevailing market conditions, to reflect changes in the cost of key raw materials in order to maintain margins.

- *Targeted growth* – Tree Island Steel analyzes the market, identifies potential opportunities and targets the appropriate markets or product lines for growth. This is accompanied by analyzing the profitability of the different product lines or groups and making business decisions based on the analysis and addressing issues related to the less profitable areas.
- *Operational excellence* – Our objective is to promote safety and quality within our operations and run highly efficient and cost effective facilities. This is done by keeping safety first and maintaining process controls that result in high productivity to deliver the expected quality required by our customers. As a result, costs for defective materials, raw material scrap, downtime and other operating costs are continuously monitored and actions taken as appropriate. Complementing this are processes to monitor and manage other costs in the organization.
- *Obtain the best price possible for raw materials* – This strategy involves negotiating with multiple suppliers, both domestic and international, for raw materials and finding the optimum methods of transporting the raw materials to our facilities so as to obtain the most cost effective solution possible.
- *Turnover of working capital* – Our objective for managing our investment in working capital is to maximize the turnover of productive current assets (i.e. accounts receivable and inventories). Cash flow is managed to keep utilization of the Senior Credit Facility as low as practicable to maintain borrowing capacity for when it is needed and to reduce ongoing interest costs. We also work with our key vendors to utilize vendor credit where possible and on advantageous terms.
- *Optimize inventory levels* – Inventories are Tree Island Steel’s largest working capital asset and therefore, optimizing the levels of inventory is important for managing cash flow and to help reduce the impact of raw material price volatility in earnings. When purchasing raw materials, the emphasis on a continuous inflow of inventories to meet production needs is balanced with quantity purchases at the lowest prices available, addressing market pricing volatility and optimizing financing of the purchases. Levels of finished goods stocked are regularly monitored and adjusted accordingly to address seasonality in the business as well as to satisfy the objective of keeping inventory levels at the lowest level possible without compromising customer needs.

### **Our Products**

Our product lines include bright and galvanized carbon steel wire, collated and bulk nails, welded wire, stucco reinforcing products, fencing products and other fabricated wire products. We market these products primarily to customers in the United States and Canada, as well as internationally.

We manufacture products internally in our North American facilities, targeting them to customers that seek value, reliability and high performance. Our premium products are manufactured to consistent, high quality standards that meet customers’ needs, ASTM International (formerly known as American Society for Testing and Materials) standards and applicable codes. These product lines, which are available in a broad range of types and sizes, are shipped with short lead times and are backed with full technical support for consistent and reliable service.

We also source products which are externally manufactured. Products within this group meet general industry specifications but are not customized to individual customer requirements. These products allow us to enhance our relationship with those customers that require a diverse product line including competitively priced commodity products. These products typically create complementary pull through for our manufactured brands.

The following summarizes our key product lines and the end-use markets we serve with each:

Markets <sup>1</sup>	Products and Specific End Uses	Region
Industrial	For the vast and diverse industrial wire market, Tree Island Steel manufactures both high-carbon and low-carbon galvanized steel wire. We also produce clean and bright wire for our industrial and original equipment manufacturer customers that use the wire to create products ranging from retail display racks to mattresses. Galvanized wire is also used to bind pulp bales and recycled products such as cardboard and plastic. The products are sold direct business-to-business as well as through our network of distributors.	North America and International
Residential Construction	Tree Island Steel's residential products meet the most demanding needs of both the professional construction contractor as well as those suited for the do-it-yourself customer. The products, including nails (bulk, collated and packaged nails) and stucco reinforcing products, are utilized in residential and light commercial construction. The products are sold directly to the final retail chain and also through our network of distributors.	North America and International
Commercial Construction	Structural integrity is of paramount importance in meeting the needs of the heavy construction industry and infrastructure projects, with applications that include commercial construction, mining, and concrete reinforcement. Tree Island Steel has established itself as an industry leader with innovative products such as Structural Welded Wire Reinforcement which is a modern solution with superior reinforcing capabilities. Our products in this area include welded wire concrete reinforcing mesh and other fabricated wire products. The products are sold both direct business-to-business and through our network of distributors.	North America and International
Agricultural	Tree Island Steel produces various agricultural products including hi-tensile fencing, barbed wire, galvanized wire, bright wire and other fabricated wire products specifically for farming, ranching, and vineyards. The products are sold both to the final retail chain and through our network of distributors.	North America

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<sup>1</sup> At the start of 2016 the Company participated in the Specialty end use market. The Specialty products are stainless steel and superalloy wire and bar for numerous industries, including aerospace, telecommunications, automotive, petroleum, fasteners, food service, construction and chemical processing. The products were sold direct business-to-business and throughout our network of distributors. As identified in the section titled General Development of Business and Three Year History - 2016 Developments - Consolidation of Operating Facilities, the Stainless product lines and the related machinery, equipment and business assets were divested to a strategic purchaser whose primary focus is in stainless steel manufacturing. As of October 1, 2016, the Company no longer offered stainless steel and superalloy wire and bar products.

Our brands and the products offered by each are:

Brands <sup>2</sup>	Markets	Products
Tree Island®	North America and International	Bright and galvanized wire, bulk and packaged and collated nails, welded wire mesh, concrete reinforcing mesh, fencing and stucco reinforcing products.
Halsteel®	North America	Collated nails produced in the United States.
K-Lath®	North America and International	Wide range of stucco reinforcing products.
TI Wire®	North America and International	Bright wire, concrete reinforcing products, cold heading wire and specialty carbon steel wire.
Tough Strand®	North America	Agricultural fence products including hi-tensile game fence, farm fence, vineyard wire and barbed wire.

### Our Markets

We supply a diverse range of steel wire and fabricated steel wire products to customers in four markets: industrial, commercial construction, residential construction and agricultural.

The percentage of sales for the years ended December 31, 2016 and 2015 are as follows:

*(in \$'000 unless otherwise stated)*

	Twelve Months Ended December 31, 2016		Twelve Months Ended December 31, 2015	
	Revenue	% of Revenue	Revenue	% of Revenue
Industrial	75,926	32.8%	84,153	36.4%
Residential	72,320	31.3%	71,432	30.9%
Commercial	44,034	19.0%	34,341	14.8%
Agricultural	24,964	10.8%	24,574	10.6%
Specialty <sup>3</sup>	14,009	6.1%	16,766	7.2%
Total revenue	231,253	100.0%	231,266	100.0%

### Seasonality

Our operations are impacted by the seasonal nature of the various industries we serve, primarily the construction and agricultural industries. Accordingly, revenues and operating results from interim quarters are not necessarily indicative of the results that may be expected for the full fiscal year and fourth quarter results are traditionally lower

<sup>2</sup> At the start of 2016, the Company also offered stainless steel wire and bar products under the brand Industrial Alloys®. As identified in the section titled General Development of Business and Three Year History - 2016 Developments - Consolidation of Operating Facilities, the Industrial Alloys® brand was included as part of the business assets which was divested to a strategic purchaser whose primary focus is in stainless steel manufacturing. As of October 1, 2016, the Company no longer offered products under the Industrial Alloys® brand.

<sup>3</sup> Stainless was divested as of September 30, 2016.

than other quarters due to the onset of winter and the corresponding reduction on construction and agricultural activities.

## Competition

The steel and fabricated wire products industry in North America is highly fragmented. Our competition profiles are different depending upon geography, market segment and product line. Some of these competitors include Davis Wire Corp., Bekaert, Deacero S.A. de C.V., Arcelor Mittal, Nucor and Sivaco. The level of import competition will also vary depending on the product line and to a lesser degree geographic area, and largely originates in Asia and the Middle East.

## Competitive Strengths

Our competitive strengths include the following:

- *Established market position in western Canada and western United States* – Tree Island Steel is one of the largest fabricated wire producers in North America.
- *Strong brand name, diversity of products and reputation for quality and service* – The strength of our brands, high quality products and customer service along with the wide array of production capabilities enables us to we offer our customers a wide mix of products ensuring that the customer is able to obtain most of their wire product needs from us.
- *Diversified customer base and product lines* – Key customers are spread across the four major markets and we have a highly diversified customer base, with no single customer accounting for more than 10% of sales in 2016.
- *Established competitive wire rod supply* – Steel wire rod is the principal raw material for producing wire and wire products. We negotiate to secure the best possible prices from a number of qualified suppliers either from North America or internationally. Raw material sourcing options are constantly evaluated to take advantage of changes in the steel and freight markets.
- *Operational synergies* – We have advantages as a result of our size and breadth of our operations and through vertical integration amongst our operations.

## Our Customers

Tree Island Steel’s customers are diversified by both geographic region and industry. The diversity of markets in which our products are sold reduces exposure to economic activity in any one specific sector or region. The following is the percentage of sales for the years ended December 31, 2016 and 2015 derived from our primary geographic markets:

	Percentage of Sales	
	2016	2015
United States	64.7%	68.7%
Canada	31.9%	28.9%
International	3.4%	2.4%
Total	100.0%	100.0%

A significant proportion of our products are sold to distributors, including wholesale distributors of building products, baling wire (for the pulp industry, recycle waste industry and agricultural industry) and fencing products. In addition,

we sell products to major retail chains. The breadth of Tree Island Steel's product offering enables it to benefit from continued consolidation within the building products distribution and "big box" retail channels.

We sell to over 800 customers and in 2016, no single customer accounted for more than 10% of our sales.

## **Raw Materials**

### ***Carbon Steel Wire Rod***

Our major raw material, carbon steel wire rod, is sourced from the global market. The cost of carbon steel wire rod fluctuates with market conditions and is priced in U.S. dollars. We purchase carbon steel wire rod from a number of suppliers and normally have more than a dozen qualified sources at any given time worldwide and we qualify additional suppliers as necessary.

### ***Zinc***

Zinc, used in the Richmond facility to make galvanized products, was the third largest raw materials component in 2016 and is also priced in U.S. dollars. Zinc requirements are sourced from major domestic suppliers and our future ability to purchase zinc is not expected to be constrained by supply. However, if our major suppliers are unable to produce, zinc will have to be purchased from sources at further distances resulting in increased transportation cost. As with the other inventories, zinc inventory levels are monitored to manage working capital more efficiently.

## **Our Operating Facilities**

At the start of 2016 we had five key operating facilities of which two are owned (Richmond, BC and Etiwanda, CA) and three were leased (Calgary, AB, Pomona, CA and Ontario, CA), and several smaller warehousing and packaging locations. Subsequent to the consolidation that occurred in the latter part of 2016, as identified in the section titled General Development of Business and Three Year History - 2016 Developments - Consolidation of Operating Facilities, production previously housed at the Pomona, CA and Ontario, CA facilities were consolidated at the San Bernardino, CA facility. By the end of fiscal 2016, once the consolidation was complete, we had four key operating facilities and several smaller warehouse and packing locations.

### ***1. Richmond Facility – Canada***

The Richmond facility is certified to the ISO 9001:2008 standard and produces a wide variety of fabricated wire products in its 400,000 square feet plant situated on approximately 38 acres adjacent to the Fraser River in Richmond, BC, Canada. Conveniently located on the Fraser River, the plant is able to source wire rod domestically or internationally by virtue of being down river from an international shipping port. The plant contains equipment for the production of fencing products, stucco mesh, welded concrete reinforcing mesh, bulk nails, and other fabricated wire products.

### ***2. Calgary Facility – Canada***

The Calgary operation is located in a leased facility consisting of a 70,000 square feet facility situated on 7 acres of land. The facility contains equipment for the production of welded concrete reinforcing mesh such as standard concrete mesh and ESM, concrete reinforcing wire, wire for industrial applications and other fabricated wire products.

### ***3. Etiwanda Facility – United States***

The Etiwanda facility operates in a 134,000 square feet plant situated on 16 acres of land located in Etiwanda, CA with readily accessible highway transportation. This facility is certified to ISO 9001:2008. The

plant contains equipment for the production of welded concrete reinforcing mesh, concrete reinforcing wire, wire for industrial applications and other fabricated wire products.

#### **4. San Bernardino Facility – United States**

The San Bernardino facility is a leased premise which houses an approximately 200,000 square feet building, of which approximately 190,000 square feet is configured for manufacturing, warehousing and shipping and the remaining space is configured for administrative offices. The facility houses the Company's US Residential manufacturing operations, which includes galvanized steel wire products and a wide variety of collated nails for use in pneumatic nail guns.

Galvanized steel wire products manufactured at the San Bernardino facility include a wide range of stucco reinforcing products. The stucco market is more generally focused on the western North American market where there is a higher proportion of stucco used in single family and multi-family construction. The stucco market products sold by Tree Island are sold under the brands K-Lath<sup>®</sup>, Stucco-Rite<sup>®</sup> and Kwik-Corner<sup>®</sup>.

The San Bernardino facility manufactures a wide variety of collated nails for use in pneumatic nail guns under the Halsteel<sup>®</sup> brand. These nails are available with a number of coatings including electro-galvanized and hot dip galvanized. This plant also produces Tree Island Steel's True Spec System<sup>®</sup> which uses a combination of distinct colors and numbers on the head of the nail to identify various types of structural nails used in construction after the nail has been driven.

### **Production Processes**

The production process begins with removing scale from the surface of the rod by either acid cleaning or mechanically de-scaling. Once clean, the rod is then reduced down to its final diameter by pulling it through a series of successively smaller holes in carbide dies on a wire drawing machine. During this process, wire speed and temperature are strictly controlled to ensure the final product meets predetermined quality standards. The finished drawn wire is then processed into our product lines, which include bright wire, galvanized wire, concrete reinforcing mesh (either bright wire or galvanized wire), bulk and collated nails, stucco mesh, fencing and, previously, stainless steel<sup>4</sup>.

Inventory levels are constantly monitored to ensure an appropriate balance between customer service needs and working capital management. The nature of the equipment used by the plants is such that our preventive maintenance program and replacement of worn components in a timely manner ensures a lengthy life of the equipment. The manufacturing process is under constant scrutiny by a knowledgeable and experienced workforce, which, to date, has resulted in continuous improvement and consistent increases in productivity without the need for significant capital expenditures.

### **Environmental and Occupational Health and Safety Matters**

Our operations have been and are subject to extensive federal, provincial, state, municipal and local statutes, regulations and by-laws, permitting and other requirements with respect to workers' health and safety and environmental matters in Canada and the United States.

The operation of certain of our facilities includes the transportation, storage, handling, usage and disposal of various industrial chemicals and metals and their discharges to the land, air, water and sewers. We have a number of permits necessary to carry on our operations and have adopted procedures and practices designed to ensure compliance with such permits and environmental laws. We also have the necessary programs, systems and processes in place to ensure worker health and safety is in accordance with such laws. We have created an environmental, health and

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<sup>4</sup> Stainless was divested as of September 30, 2016.

safety management system that is designed to identify environment, health and safety (“EHS”) issues, mitigate those issues and monitor performance. Programs have been implemented to ensure adherence to our EHS policies. The programs include environmental training for employees, implementation of environmentally sound practices, and a continuing focus on corporate due diligence. Audits are done periodically on the EHS management system. The Board oversees its EHS responsibilities through the EHS, Compensation and Governance Committee.

Expenditures related to compliance with environmental laws and protection initiatives are not material to our consolidated results of operations, cash flow or financial position and, based on current laws, facts and circumstances are not expected to have a material impact in the future. We believe our operations are in compliance with applicable environmental laws, rules regulations and guidelines in all material respects. While management believes that Tree Island Steel is currently in compliance with all applicable health, safety, and environmental requirements, there can be no assurance that Tree Island Steel will in the future be in compliance and that any future non-compliance will not result in a material adverse effect on Tree Island Steel.

### **Our Employees**

As of December 31, 2016, Tree Island Steel had approximately 590 employees of whom approximately 73% are production employees.

Production employees are represented by the following unions (note that employees at the San Bernardino facility are represented by two unions):

<u>Operating Unit</u>	<u>Union Representation</u>
Richmond, BC	<ul style="list-style-type: none"><li>• International Brotherhood of Teamsters</li></ul>
Calgary, AB	<ul style="list-style-type: none"><li>• Glass, Molders, Potter, Plastics &amp; Allied Workers International Union</li></ul>
Etiwanda, CA	<ul style="list-style-type: none"><li>• United Steelworkers of America</li></ul>
San Bernardino, CA	<ul style="list-style-type: none"><li>• United Electrical, Radio and Machine Workers of America</li><li>• United Steelworkers of America</li></ul>

In addition, certain office employees at the Richmond facility are represented by Movement of United Professionals.

### **Risks Relating to Our Business**

An investment in our Shares is subject to a number of risks. Prior to making an investment in our Shares, potential investors should carefully consider the risks described herein. Additional risks and uncertainties not presently known to the Company, or that the Company deems immaterial, may also impair the operations of the Company and the value of its securities. If such risks actually occur, the business, financial condition, liquidity, and results of operations of the Company could be materially adversely affected.

### **Cyclical Nature of Business and Demand for Our Products**

The wire products business is cyclical in nature and markets for our principal products are characterized by periods of supply and demand imbalance, which in turn affects product prices. The market for our products is highly competitive and is sensitive to cyclical changes in the global economy, industry capacity and foreign exchange rates, all of which can have a significant influence on selling prices and earnings.



Demand for our products is determined by the level of economic growth and activity in certain markets, primarily western North America and, in particular, the construction and agricultural industries. The strength of the economic conditions in some of our end markets, especially as they apply to North America, have positively impacted the Company's results from operations and financial condition for fiscal 2016. We cannot predict the impact of continuing and future economic conditions in our markets, the estimated level of growth or contraction for the economy as a whole or for the economy of any particular region or market that we serve. Adverse changes in our financial condition and results of operations may occur as a result of declines in economic conditions in our principal markets, contraction of credit availability or other factors affecting economic conditions generally.

Certain market conditions are beyond the Company's control and as such our profitability depends on managing our cost structure relative to pricing dynamics in the market, in particular the cost of raw materials which represent a significant component of operating costs and can fluctuate based upon factors beyond our control. The Company's sales and profitability could be materially adversely affected if the cost of raw materials rise beyond what can be passed on to our customers in the way of price increases.

### **Financial Condition of our Customers**

Our customers may be adversely affected by weak economic conditions and consequently negatively impact their financial condition. Our customers may then reduce their volume of sales, reduce their inventory levels resulting in less predictability of our sales to them and the credit risk associated with these customers may also increase. The combination of these factors may cause significant fluctuations in our sales, profitability and cash flows.

### **Competition**

We face competition from one or more competitors, either domestic producers or importers, in all geographic areas where our operations are located. Some of our competitors have greater resources and therefore may be able to sustain larger losses to develop or continue business. Our competitive position is determined in part by our costs in comparison to our competitors. If we are not able to manage the costs of raw material, imported products and conversion costs to be lower than or equal to our competitors' costs, we will not be able to compete on price with competitors. In addition, alternative technologies for the manufacturing of steel wire and fabricated wire products could be developed which could adversely affect the Company. As well, import competition, particularly from manufacturers in Asia, is continuously putting pressure on volumes and pricing in certain product lines. There can be no assurance that we will continue to be competitive in the future.

### **Liquidity, Leverage and Restrictive Covenants**

Deterioration in the Company's consolidated revenues and relationships with suppliers, or the inability to manage costs and inventory would materially adversely affect the Company's financial condition, liquidity and results of operations and the Company may not be able to pay its debts as they become due.

Similarly, the inability of the Company, through its affiliates, to meet its payment and other obligations under the Senior Credit Facility and Long Term Debt Agreements would have a materially adverse effect on the Company's financial condition, liquidity and results of operations. There are no assurances that The Company and the Subsidiaries will continue to be in compliance with the terms, conditions and covenants of the Senior Credit Facility or the Long-Term Debt Agreements, a breach of which could materially adversely affect the Company's financial condition, liquidity and results of operations.

The degree to which the Company is leveraged could have important consequences to the holders of the Company's Shares, including:

- (i) our ability to obtain additional financing for working capital;

- (ii) a portion of cash flow from operations will be dedicated to the payment of the principal and interest on its indebtedness, thereby reducing funds available for distribution to shareholders;
- (iii) a substantial decrease in net operating cash flows or increase in expenses could make it more difficult to meet debt service requirements;
- (iv) the leveraged capital structure could place it at a competitive disadvantage by hindering its ability to adjust rapidly to changing market conditions or by making it vulnerable to a downturn in its business or the economy in general; and
- (v) the Senior Credit Facility, being at variable rates of interest, exposes the Company to the risk of increased interest rates.

Our Senior Credit Facility, Long-Term Debt Agreements and associated agreements contain restrictive covenants that limit management's discretion of with respect to certain business matters. These covenants place restrictions on or require prior consent for among other things, the ability to incur additional indebtedness, to create liens or other encumbrances, or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity.

In addition, the Senior Credit Facility contains financial covenants that require the Company to meet certain financial ratios and financial condition tests. A failure to comply with the obligations in the Senior Credit Facility could result in an event of default which, if not cured or waived, could result in the accelerated repayment of the relevant indebtedness. If repayment of the indebtedness under the Senior Credit Facility were to be accelerated, there can be no assurance that the Company's assets would be sufficient to repay in full that indebtedness.

The Company's ability to make scheduled payments of the principal of or interest on, or to refinance, its indebtedness, under the Senior Credit Facility and Long-Term Debt Agreements as well as its ability to finance working capital requirements, will depend on its future cash flow, which is subject to the operations of our business, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control.

The occurrence of any of the events described above may affect our ability to operate as a going concern.

### **Supply of Raw Materials**

We rely on key suppliers for our major raw materials: carbon steel wire rod, zinc and, prior to the divestiture, stainless steel<sup>5</sup>. If these suppliers determine that they are not prepared to supply these materials and services because of credit risk or other matter determined by the supplier, we would have to find other sources. This could result in higher costs or more significantly we may be unable to secure alternative sources of raw materials.

As a non-integrated producer of steel wire and fabricated wire products, we must purchase our raw materials and ensure the raw materials are delivered to the facilities in a timely manner and in good condition. Our financial results can be significantly impacted if raw material supplies are inadequate to satisfy our production requirements. As well, trade actions by domestic wire rod producers against offshore suppliers can also have a substantial impact on the availability and cost of imported wire rod. The availability of raw materials for our facilities is also dependent on the availability of means to transport the raw materials from the producer to our facilities which includes shipment via charter ships, trucking or rail routes. If we were unable to obtain adequate and timely delivery of our raw material requirements, we may be unable to manufacture sufficient quantities of our products or operate our manufacturing facilities in an efficient manner, which could result in lost sales and higher operating costs.

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<sup>5</sup> Stainless was divested as of September 30, 2016 and as of October 1, 2016, stainless steel no longer makes up part of our raw material supply.

Generally, our access to markets in which we operate may be subject to ongoing interruptions and trade barriers due to policies and tariffs of individual countries and the actions of interest groups to restrict the import of certain commodities. There can be no assurance that our access to these markets will not be restricted in the future.

### **Volatility in the Costs of Raw Materials**

The primary raw materials used to manufacture our products are carbon steel wire rod, zinc and, previously, stainless steel wire<sup>6</sup>, which we purchase from domestic and foreign suppliers. Over the last number of years, the price of raw materials exhibited both periods of steady increase / decrease and periods of volatility. We do not use derivative commodity instruments to hedge our exposure to changes in the price of carbon steel or stainless steel wire rod.

The market price for our raw materials that our operations consume can be affected by numerous factors beyond our control, including levels of supply and demand for a broad range of industrial products, substitution of new or different products in critical applications for these metals, expectations with respect to the rate of inflation, the relative strength of the foreign currencies, interest rates, speculative activities, global or regional political or economic crises and sales of metals by holders in response to such factors. If prices should decline below the cash costs of production for our main suppliers and remain at such levels for any sustained period, the producer could determine that it is not economically feasible to continue commercial production and as a result, curtail or suspend operations. The Company reviews these factors and determines if and when to enter into derivative commodity instruments. In 2016, we entered into forward contracts to hedge a portion of our price exposure on zinc purchases. However, we did not enter into other hedging activities with regards to alloys or the underlying base metals.

Along with our competitors, we attempt to pass along increases in raw material costs to customers through increased prices for finished products. However, there can be no assurance that such costs can be passed along, in whole or in part, in the future, which would negatively impact the Company's profitability and cash flow. Additionally, should raw material costs decline, financial results may be negatively impacted if the selling prices for products decrease more quickly than we are able to consume in our production processes.

### **Trade Action**

From time to time countries may implement new trade actions or revise current trade actions. These trade actions may take various forms, including but not limited to tariffs, quotas, embargoes, subsidies and standards, and can be applied to imports and exports. We have no assurance that the current trade actions in place in Canada, the United States and other countries we import from or export to will not change.

We use domestically supplied and imported raw materials in our manufacturing processes in Canada and the United States. We also import finished goods for resale in Canada and the United States. We have no assurances that the trade actions currently in place in the two countries that have, or may have, an impact on our ability to import raw materials for further processing or import finished goods for resale will be revised. We also have no assurance that new trade actions will not be implemented. Any changes to the current trade action environment in Canada and/or the United States may limit our ability to import, or increase the price of, certain raw materials used in our manufacturing processes or certain finished goods we import for resale.

A portion of the goods we manufacture in Canada are exported to the United States and other countries and a portion of the goods we manufacture in the United States are exported to Canada and other countries. A change in the current trade action environment in Canada, the United States or any of the other countries we export to may limit our ability to continue exporting certain goods to or from those countries or increase the cost to end market customers of certain goods.

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<sup>6</sup> Stainless was divested as of September 30, 2016 and as of October 1, 2016, stainless steel no longer makes up part of our raw material supply.

A change in the current trade environment in Canada, the United States or any other country we export to may also have a beneficial impact on our competitors that manufacture in or export to the affected country, which may manifest in the form of lower prices for certain raw materials, an increase in the number of potential suppliers for certain goods or lower costs of certain goods to end market users supplied by our competitors. These beneficial impacts on our competitors may erode our competitive strengths and competitive advantages for certain goods in the affected country.

### **Dependence on Construction Industry**

Approximately 31.3% of our revenues in 2016 was directly related to the level of home construction activity and 19.0% was related to the commercial and infrastructure markets, resulting in construction accounting for 50.3% of our sales in 2016 (45.7% in 2015). Volume and price are affected by numerous factors beyond our control or our customers in the construction industry, including the level of construction activity which is affected by the general level of the economy and conditions in our primary geographical markets.

### **Transportation Costs**

We rely upon third parties for the transportation of our products to customers, as well as for the delivery of raw materials to our production facilities. Raw materials are principally transported by truck, rail and sea-going vessels, all of which are highly regulated. Increases in transportation rates can also materially adversely affect the Company's results from operations.

### **Foreign Exchange Fluctuations**

The Company's reporting currency is the Canadian dollar, resulting in various levels of exposure to foreign exchange fluctuations, in particular the U.S./Canadian dollar exchange rate. The Company benefits from a natural hedge foreign currency hedge from having revenue and expenses denominated in U.S. dollars that offset the exchange rate exposure on profitability. Additionally, the Company has U.S. dollar financial assets offsetting U.S. dollar financial liabilities which mitigate the impact of foreign exchange on the Company's balance sheet. The financial assets and liabilities denominated in U.S. dollars includes but is not limited to cash, accounts receivable, accounts payable, accrued liabilities, revolving credit and long-term debt which are exposed to foreign currency exchange rate risk. The Company also has exposure to the U.S./Canadian dollar exchange rate in its results from operations because of U.S. dollar denominated sales and expenses incurred in the Canadian operation as well as from the translation of the U.S. operations from their functional currency of U.S. dollars to Canadian dollars for reporting purposes.

In 2016, the Company used derivative instruments to hedge a portion of its foreign currency exposure on net cash flows. The Company entered into U.S. dollar currency forward contracts for periods consistent with a portion of U.S. dollar currency transaction exposures, generally from one to three months. These are not designated as cash flow, fair value or net investment hedges. As of December 31, 2016, the Company had no outstanding U.S. dollar currency forward contracts.

There are no assurances that we will be able to maintain the natural foreign currency hedges or otherwise hedge the foreign currency exposure in the future.

### **Labour Relations**

All of our operations are unionized. Strikes or lockouts could restrict our ability to operate and to service our customers. Work stoppages or other labour disruptions could increase our costs or impede our ability to operate one or more of our operations. There are no assurances that we will be able to finalize new collective agreements with the respective unions in the future. In addition, any work stoppage or labour disruption of key customers or transportation providers could impede our ability to supply products, to receive critical equipment and supplies for our operations or to collect payment from customers.

### **Dependence on Key Personnel and Skilled Workers**

Our success will be substantially dependent on the continued services of senior management of the Company. The loss of the services of one or more members of senior management could adversely affect our financial results. In addition, our continued growth depends on our ability to attract and retain skilled managers and employees and the ability of its personnel to manage our growth.

Our operations also require employees and contractors with a high degree of specialized technical, management and professional skills such as engineers, trades people and equipment operators. While we currently have a knowledgeable and skilled workforce, in the future, if we are not able to retain or recruit new skilled workers, a decrease in productivity or an increase in costs may result which could have a negative effect on the Company's business operations and financial performance.

### **Reliance on Key Customers**

We have many customers, some more significant than others, although none comprise more than 10% of total revenues. A loss or failure of one or more key customers could have an adverse effect on our business, results of operations and financial performance.

### **Environmental Matters**

Our operations are subject to numerous environmental laws as well as guidelines and policies. These laws, guidelines and policies govern, among other things, unlawful discharges to land, air, water and sewers; waste collection, storage, transportation and disposal; hazardous waste; dangerous goods and hazardous materials and the collection, storage, transportation and disposal of such substances; the clean-up of unlawful discharges; land use planning; municipal zoning; and employee health and safety. In addition, we may become subject to remediation or other administrative orders, or amendments to its operating permits, and it may be involved from time to time in administrative and judicial proceedings or inquiries relating to environmental matters. Future orders, proceedings or inquiries regarding environmental matters could have a material adverse effect on our business, financial condition and results of operations.

Environmental laws and land use laws and regulations throughout Canada and the United States are constantly changing. New regulations or the increased enforcement of existing laws could have a material adverse effect on our business and financial condition. In addition, compliance with regulatory requirements is expensive, at times requiring the replacement, enhancement or modification of equipment, facilities or operations. It cannot be assured that we will be able to maintain our profitability by offsetting any increased costs of complying with future regulatory requirements.

The Company could be subject to liability for any environmental damage at facilities that it owns or operates, including damage to neighbouring landowners or residents, particularly as a result of the contamination of soil, groundwater or surface water and especially drinking water. The costs of such liabilities can be substantial. The Company's potential liability may include damages resulting from conditions existing before it purchased or operated these facilities. The Company may also be subject to liability for any off-site environmental contamination caused by pollutants or hazardous substances that it or its predecessors arranged to transport, treat or dispose of at other locations.

In addition, the Company may be held legally responsible for liabilities as a successor owner of businesses that it acquires or has acquired. These businesses may have liabilities that we fail or are unable to discover, including liabilities arising from non-compliance with environmental laws by prior owners. Because of the uncertain nature of an environmental liability and limited availability of insurance coverage to address all future risks, any substantial liability for environmental damage could materially adversely affect our operations and financial condition.

## **Intellectual Property Risks**

We believe that our trademarks and trade names are generally sufficient to permit Tree Island Steel to carry on business as presently conducted and planned. We cannot, however, know whether we will be able to secure protection for Tree Island Steel's intellectual property in the future, or if that protection will be adequate for future operations. Further, the Company may face the risk of ineffective protection of intellectual property rights in foreign jurisdictions. We also cannot be certain that our activities do not infringe on the proprietary rights of others. If the Company is compelled to prosecute infringing parties, defend its intellectual property or defend itself from intellectual property claims made by others, we may face significant expenses and liability.

## **Energy Costs**

Our manufacturing facilities consume electricity and natural gas. Material increases in energy costs could adversely affect our results of operations and financial performance. As well, future taxes on, or regulation on these energy sources could add to our costs and negatively impact results of operations and financial performance.

## **Uninsured Loss**

Our operations are subject to customary risks of loss or damage as in any manufacturing business. We maintain insurance policies with insurers in such amounts and with such coverage and deductibles as management believes are reasonable and prudent. Certain of our manufacturing facilities are located in seismically active areas and as a result we maintain limited insurance coverage for losses arising from seismic damage due to the cost and limited scope of available coverage. There can be no assurance that insurance maintained will be adequate to protect Tree Island Steel from all material expenses related to potential future claims for personal or property damage.

## **Product Liability**

The Company is subject to potential product liabilities connected with its operations, including liability and expenses associated with product defects. There are no assurances that our quality control processes will identify all issues and if a quality issue is found that we will always be adequately insured against all such potential liabilities.

## **Credit Risk**

We are exposed to credit losses in the event of non-payment of accounts receivable of our customer accounts. However the credit risk is minimized through selling to well-established customers of high credit quality. The credit worthiness of customers is assessed using credit scores supplied by a third party and through direct monitoring of their financial well-being on a continual basis. We establish guidelines for customer credit limits and should thresholds in these areas be reached, appropriate precautions are taken to improve collectability and/or reduce credit risk exposure. We maintain provisions for potential credit losses (allowance for doubtful accounts) and any such losses to-date have been within management's expectations.

## **Operating Risk**

Interruptions in our production capabilities will increase our production costs and reduce our profitability. Our operating facilities may experience material shutdowns or periods of reduced production because of equipment failures due to increased aging of the equipment, interruptions in electricity or natural gas supply and other factors that restrict our ability to continue production levels. In addition to equipment failures, our facilities are also subject to the risk of loss due to unanticipated events such as major information system failures, fires, explosions, earthquakes, adverse weather conditions or other catastrophic events. Material shutdowns or reductions in operations could have a material adverse effect on our business, results of operations and financial performance. Remediation of an interruption in production capability or failure of information systems could require us to make large capital expenditures. Further, longer-term business disruptions could result in a loss of customers. All of these factors could have a material adverse effect on our business, results of operations and financial performance.

## **Management of Growth**

In order to manage our current operations and any future growth effectively, we will need to continue to implement and improve our operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that we will be able to do this successfully to achieve increased levels of revenue commensurate with increased levels of operating expenses associated with growth, and failure to do so could have a negative effect on our business, financial condition and results of operations.

## **Acquisition and Integration Strategies**

As part of its business strategy, Tree Island Steel may pursue strategic acquisitions. There can be no assurance that we will find additional attractive acquisition candidates or succeed at effectively maintaining the integration of any businesses acquired in the future.

Acquisitions involve a number of risks, including:

- (i) the possibility that Tree Island Steel, as a successor owner, may be legally and financially responsible for liabilities of prior owners;
- (ii) the possibility that Tree Island Steel may pay more than the acquired company or assets are worth;
- (iii) the additional expenses associated with completing an acquisition and amortizing any acquired intangible assets;
- (iv) the difficulty of integrating the operations and personnel of an acquired business;
- (v) the challenge of implementing standard controls, procedures and policies throughout an acquired business;
- (vi) the inability to integrate, train, retain and motivate key personnel of an acquired business; and
- (vii) the potential disruption of Tree Island Steel's ongoing business and the distraction of management from its day-to-day operations.

These risks and difficulties, if they materialize, could disrupt the Company's ongoing business, distract management, result in the loss of key personnel, increase expenses and otherwise have an adverse effect on our business, results of operations and financial performance.

## **Risk Inherent in an Investment of Our Shares**

### **Investment Eligibility and Foreign Property**

There can be no assurance that the Company's Shares will continue to be qualified investments for registered retirement savings plans, deferred profit sharing plans, registered retirement income trusts and registered education savings plans. The *Income Tax Act* (Canada) imposes penalties for the acquisition or holding of non-qualified or ineligible investments.

### **Book-Entry Only System**

Registration of interests in and transfers of the Company's Shares are made through a book-based system (the "Book-Entry Only System") administered by The Canadian Depository for Securities Limited ("CDS"). The Company's Shares must be purchased, transferred and surrendered for redemption through a participant in the CDS depository

service (a “CDS Participant”). All rights of shareholders must be exercised through, and all payments or other property to which such shareholder is entitled are made or delivered by, CDS or the CDS participant through which the shareholder holds the Company’s Shares. Upon purchase of any of the Company’s Shares, the shareholders will receive only a customer confirmation from the registered dealer which is a CDS participant and from or through which the Company’s Shares are purchased. The ability of a beneficial owner of the Company’s Shares to pledge such Shares or otherwise take action with respect to such shareholder’s interest in such Shares (other than through a CDS participant) may be limited due to the lack of a physical certificate representing the shareholder’s interest. The Company has the option to terminate registration of the Shares through the Book-Entry Only System, in which case certificates for the Shares or fully registered form would be issued to beneficial owners of such Shares or their nominees.

### **Risks Related to Ownership of Shares**

The following is a list of certain risk factors relating to the activities of the Company and the ownership of the Shares:

- (i) As at December 31, 2016 the Company has a dividend policy of \$0.02 per Share per quarter, which was revised on May 5, 2016 from \$0.01 per Share per quarter. The Company cannot provide assurances that the dividend policy will continue in the future or that the amount or frequency of the dividends will not be revised. Payment of future cash dividends, if any, and the amounts thereof, will be at the discretion of the Board and will be dependent upon, among other things, operating cash flow generated by TI Canada, financial requirements for operations, the execution of the Company’s growth strategy and the satisfaction of solvency tests imposed by the CBCA for the declaration and payment of dividends.
- (ii) The Company may make future acquisitions or may enter into financings or other transactions involving the issuance of securities of the Company which may dilute the equity interests of its current shareholders.
- (iii) The market price of the Shares ranged from a high of \$6.45 and a low of \$2.90 during the year and ended at \$4.76 on December 31, 2015, as quoted on the Toronto Stock Exchange. The Company cannot provide assurance that the market price of the Shares will not significantly fluctuate from its current level. In addition, financial markets have experienced significant price and volume fluctuations for a number of reasons. These broad market fluctuations, or any industry-specific market fluctuations, may adversely affect the market price of the Shares.
- (iv) As of the date hereof, The Futura Corporation and Arbutus Distributors Ltd. own 8,559,650 and 5,760,050 Shares, respectively, representing 27.6% and 18.5% of the outstanding Shares on a fully-diluted basis, respectively. The Futura Corporation is in a position to materially impact control of the Company. If the insiders were to act together, they may be in a position to either pass or block votes of other holders of the Shares. Investors should be aware that votes in respect of the Shares may be controlled by a small group of insiders.

### **Dividends and Distributions**

#### **Dividend Policy of the Company**

The Company’s current dividend policy is \$0.02 per Share per quarter, which was revised on May 5, 2016 from \$0.01 per Share per quarter. The dividend policy of the Company is subject to the discretion of the Board, which reviews it on a periodic basis and takes into account the Company’s current and anticipated business needs and financial condition at the time a dividend is being considered. The amounts and timing of any future dividends can change and vary depending on, among other things, the Company’s earnings, current operations, operating costs, financial tests and other covenants under the Company’s credit facilities, available investment opportunities, the supply and cost of raw materials, foreign exchange rates, the Company’s hedging program, the satisfaction of applicable corporate liquidity and solvency tests for the declaration and payment of dividends and other relevant factors (refer



to the section titled “Risks Relating to Our Business” in this AIF for details regarding risks associated with our business).

For the financial year ended December 31, 2014, the Company did not pay any dividends on its Shares. For the financial year ended December 31, 2015, the Company declared and paid total dividends of \$0.01 per Share, as a result of a \$0.01 per Share dividend policy that was implemented by the Board on July 28, 2015. For the financial year ended December 31, 2016, the Company paid total dividends of \$0.06 per Share. A \$0.02 per Share dividend announced on December 15, 2016 was paid on January 16, 2017.

#### **Dividend Policies of the Subsidiaries**

The payment of dividends from the Company’s subsidiaries are subject to the discretion of the respective subsidiary’s directors who will take into account the respective subsidiary’s current and anticipated business needs and financial condition at the time a dividend is being considered. The amounts and time of any future dividends may vary depending on, among other things, the respective subsidiary’s earnings, financing requirements, the satisfaction of solvency tests imposed by certain government authorities for the declaration of dividends and other relevant factors

Since the Company’s incorporation on August 2, 2012, no dividends have been paid on the shares of the respective subsidiaries.

#### **Description of Capital Structure of the Company**

The Company was incorporated on August 2, 2012 to effect the conversion of the Fund to a corporate structure pursuant to the Arrangement. The Corporate Conversion was completed on October 1, 2012.

The authorized capital of the Company consists of an unlimited number of Shares. Holders of the Company’s Shares are entitled to one vote per Share at meetings of shareholders, to receive dividends if, as and when declared by the Board and to receive pro rata the remaining property and assets of the Company upon its dissolution or winding-up. Holders of Shares may make use of the various shareholder remedies available pursuant to the CBCA.

On March 14, 2014, the Company announced the Share Consolidation on the basis of one Share for every two Pre-Consolidation Shares, which was subsequently approved by the Company’s shareholders at the annual and special meeting held on May 13, 2014. Following completion of the Share Consolidation, which took effect on May 16, 2014, there were 30,343,823 shares outstanding. The Share Consolidation did not materially affect any shareholder’s percentage ownership in the Company or their proportionate voting rights.

As at December 31, 2016, 31,064,573 Shares were issued and outstanding and as at February 23, 2017, 31,064,573 Shares were issued and outstanding.

#### **Share and Loan Capital of the Subsidiaries**

##### **Subsidiary Common Shares**

###### ***TI CANADA***

TI Canada is authorized to issue 200,000,000 common shares without par value, of which 100,000,000 are designated non-voting common shares and 100,000,000 are designated voting common shares.

The Company is the holder of all of the outstanding TI Canada voting common shares and there are no non-voting common shares issued and outstanding. The Company also holds all of the notes of TI Canada (as further described below).

The Company is entitled to receive dividends rateably as and when declared by the directors of the TI Canada. The rights of the voting common shares and the non-voting common shares are identical in all respects, with the exception that the holders of non-voting common shares are not entitled to vote at meetings of holders of the common shares. Upon the voluntary or involuntary liquidation, dissolution or winding-up of TI Canada, the holders of common shares are entitled to share rateably in the remaining assets available for distribution, after payment of liabilities and subject to the prior rights of the preferred shares (if any) of TI Canada.

#### ***TIWH***

TIWH is authorized to issue 1,000 common shares without par value. TI Canada is the holder of all the outstanding common shares of TIWH. TI Canada is entitled to receive dividends rateably as and when declared by the directors of TIWH. Upon the voluntary or involuntary liquidation, dissolution or winding-up of TIWH, the holders of common shares are entitled to share rateably in the remaining assets available for distribution, after payment of liabilities.

#### ***TI USA***

TI USA is authorized to issue 100,000 common shares without par value. TIWH is the holder of all the outstanding common shares of TI USA. TI USA is entitled to receive dividends rateably as and when declared by the directors of TI USA. Upon the voluntary or involuntary liquidation, dissolution or winding-up of TI USA, the holders of common shares are entitled to share rateably in the remaining assets available for distribution, after payment of liabilities.

#### **Notes and Secondary Notes**

Prior to the Corporate Conversion, TI Canada issued notes and secondary notes (collectively, the “Notes”) to the Fund at the Fund’s initial public offering in 2002, for the purpose of providing working capital. The Notes were issued pursuant to a Note Indenture between TI Canada and Computershare Trust Company of Canada, dated November 12, 2002 (refer to the Material Contracts section for further details). The Notes will mature on November 12, 2032 and are subject to prepayment from time to time as considered advisable by the directors of the Company. Interest is set annually by the directors of the Company, which amount is determined by the cash flow requirements of Tree Island Steel Ltd.

#### **Credit Facilities**

On April 21, 2014, the Company renewed its Senior Credit Facility with Wells Fargo. The five year senior secured committed bank facility was increased from \$40.0 million to \$60.0 million and matures in April of 2019. The funds borrowed can be denominated in either Canadian and/or U.S. dollars. Interest is charged at variable rates. The amount advanced under the Senior Credit Facility at any time is limited to a defined percentage of inventories, accounts receivable and real estate, less certain reserves. The Senior Credit Facility is secured by a first charge over Tree Island Steel’s assets supported by the appropriate guarantees, pledges and assignments, and requires that certain covenants be met by Tree Island. Additionally, a \$10.0 million Letter of Credit sub-facility enables the Company to open documentary letters of credit for raw material purchases with interest is charged at variable rates.

The Senior Credit Facility has financial tests and other covenants with which the Company and the Subsidiaries must comply. Quarterly, the Company is required to meet a rolling four quarters defined fixed charge coverage ratio of 1:1 if the availability on the Senior Credit Facility falls below the minimum availability. As well, the Senior Credit Facility contains restrictive covenants that limit the discretion of the Company’s management with respect to certain business matters. These covenants place restrictions on, among other things, the ability of the Company’s operating subsidiaries to incur additional indebtedness, to create liens or other encumbrances, to pay dividends or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity. As at December 31, 2016, the Company was in compliance with all of its financial covenants on the Senior Credit Facility.

The Senior Credit Facility agreement and the subsequent amendments to the agreement are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### Market for Securities

The Company's Shares are listed for trading on the TSX under the symbol "TSL". The following tables set forth certain trading information on the TSX for the most recently completed financial year for the Shares:

	Shares <sup>7</sup>		
	Price (\$/Unit)		Volume
	low	High	
January	3.10	3.47	424,800
February	2.90	3.24	413,000
March	2.97	3.28	254,700
April	3.00	3.33	476,600
May	3.14	3.72	1,075,000
June	3.62	4.03	775,800
July	4.07	4.85	1,021,200
August	4.55	5.62	1,086,300
September	5.32	6.45	1,330,200
October	6.02	6.39	760,700
November	4.21	6.18	1,923,300
December	4.61	5.10	454,100

### Directors and Officers

The name and province of residence of each of the directors and executive officers of the Company, along with their respective positions and offices held with the Company and their respective principal occupation(s) in the preceding five years, as of the date of this AIF is set out below. Directors serve until the next annual meeting of the shareholders or until they sooner cease to hold office.

#### Directors

Name and Residence	Principal Occupation	Director Since	Shares Held as of February 23, 2017 <sup>8</sup>
Amar S. Doman British Columbia, Canada	President and Chief Executive Officer, The Futura Corporation (an asset management and investment firm)	January 30, 2009	8,559,650 <sup>9</sup>

<sup>7</sup> Share prices and volumes have been adjusted to reflect the Share Consolidation

<sup>8</sup> Represents the number of Shares beneficially owned, directly or indirectly, or over which control and direction is exercised by such individual. The directors and the officers of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over 48% of the issued and outstanding Shares.

<sup>9</sup> Mr. Doman is the sole shareholder of The Futura Corporation ("Futura"), which owns 8,559,650 Shares, or 27.6% fully diluted.

Directors

Name and Residence	Principal Occupation	Director Since	Shares Held as of February 23, 2017 <sup>8</sup>
Peter Bull British Columbia, Canada	President, Blenheim Realty Ltd. (a commercial real estate company)	May 7, 2015	5,760,050
Michael A. Fitch, Q.C. <sup>10,11</sup> British Columbia, Canada	Corporate Director	May 11, 2007	66,671
Theodore A. Leja <sup>11</sup> Washington, USA	Retired President and Chief Executive Officer, Tree Island Steel Ltd.	November 12, 2002	34,796
Sam Fleiser <sup>10,11</sup> Ontario, Canada	President, Tradecap Inc. (privately held investment company) <sup>12</sup>	June 24, 2009	111,750
Harry Rosenfeld <sup>10</sup> British Columbia, Canada	Executive Vice President, The Futura Corporation (an asset management and investment firm)	January 30, 2009	Nil <sup>13</sup>
Joe Downes,	Retired Senior Vice President of Leggett and Platt	December 8, 2016	10,000
Dale MacLean British Columbia, Canada	President and Chief Executive Officer, Tree Island Steel Ltd.	July 18, 2011	374,550 <sup>14</sup>

Officers

Name and Residence	Principal Occupation	Shares Held as of February 23, 2017
Dale R. MacLean British Columbia, Canada	President and Chief Executive Officer; formerly Executive Vice President and General Manager, Taymor Industries(an architectural hardware designer and distributor)	374,550

<sup>10</sup> The Company is required to have an Audit Committee. The members of this committee are Mr. Fleiser (chair), Mr. Fitch and Mr. Rosenfeld.

<sup>11</sup> The Directors have established an EHS, Compensation and Governance Committee whose members are Mr. Fitch (chair), Mr. Fleiser and Mr. Leja.

<sup>12</sup> Mr. Fleiser was formerly President of Alignvest Private Debt Ltd. (an alternative investment management company) and formerly President of Callidus Capital Corporation (an alternative finance firm).

<sup>13</sup> Mr. Rosenfeld is an Executive Vice President of Futura which owns 8,559,650 Shares.

<sup>14</sup> This information is also disclosed in the table below.

Officers		
Name and Residence	Principal Occupation	Shares Held as of February 23, 2017
Remy Stachowiak British Columbia, Canada	Chief Operating Officer; formerly Vice President, Sales and Marketing, Tree Island Steel Ltd.	24,400
Nancy Davies British Columbia, Canada	Vice President, Finance and Chief Financial Officer	44,350
James Miller British Columbia, Canada	Vice President, Corporate Development and Procurement; formerly Director Strategic Business Investments at Vancouver City Savings Credit Union	31,916

The directors and the officers as a group beneficially own, directly or indirectly, or exercise control or direction over 48% of the issued and outstanding Shares.

The Company is not required to have an executive committee. The directors have appointed Mr. Doman to serve as Chairman of the Board.

To the knowledge of management of the Company, none of the individuals named above is at the date hereof or has been within the past ten years:

- (i) a director, chief executive officer or chief financial officer of any company that, while such individual was acting in such capacity, was the subject of an event that resulted in, after such individual ceased to act in such capacity, an order within the meaning of Form 51-102F5 of National Instrument 51-102 - Continuous Disclosure Obligations;
- (ii) a director or executive officer of any company that, while such individual was acting in such capacity or within a year of such individual ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (iii) been bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold any of his or her assets.

To the knowledge of management of the Company, none of the individuals named above has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in making an investment decision in the Company.

The directors and the officers as a group beneficially own, directly or indirectly, or exercise control or direction over 48% of the issued and outstanding Shares.

## **Audit Committee**

The Board has established an Audit Committee, which is presently comprised of Mr. Fleiser (chair), Mr. Rosenfeld and Mr. Fitch. Each member of the Audit Committee is independent, other than Mr. Rosenfeld, and financially literate as such term is defined in National Instrument 52-110 —Audit Committees (“NI 52-110”). The terms of reference of the Audit Committee (the “Audit Committee Terms of Reference”) requires at least one member of the Audit Committee to have accounting or related financial expertise.

Mr. Rosenfeld is not independent as defined in NI 52-110. See below under “Exemptions”.

### ***Relevant Education and Experience***

Each member of the Audit Committee has acquired significant financial experience and exposure to accounting and financial issues.

*Sam Fleiser* – Sam Fleiser is the President of Tradecap Inc., a privately held financing company and Fleiser Holdings Limited, a privately held investment and consulting company. Previously he was President of Alignvest Private Debt Ltd. between 2013 and 2016 and prior to that was President of Callidus Capital Corporation, both of which were privately held finance companies. Mr. Fleiser has more than 25 years of experience in managing, building and restructuring numerous businesses in a wide variety of industries. Prior to forming Callidus in 2003, Mr. Fleiser specialized in assisting distressed businesses facing serious financial or management crisis. Mr. Fleiser is a CPA, CA and an active member of the Turnaround Management Association (TMA) and the Commercial Finance Association (CFA).

*Harry Rosenfeld* – Harry Rosenfeld is Executive Vice President of The Futura Corporation. He joined The Futura Corporation in 2004. From 1997 to 2004, Mr. Rosenfeld was employed by Congress Financial Corporation of Canada, where as Senior Vice President and Portfolio Manager he directed the Credit and Administration functions for one of the largest asset based lenders in Canada. A former Vice President with Bank of New York Financial Corporation, Mr. Rosenfeld has over 30 years of financing, mergers and acquisition and banking experience. Mr. Rosenfeld is a former Treasurer and Director of the CFA (Commercial Finance Association) and has been a guest speaker at various financing and industry seminars. Mr. Rosenfeld holds a B.A. from the University of Waterloo.

*Michael Fitch* – Michael Fitch is a retired senior partner of Fasken Martineau DuMoulin, LLP, one of Canada’s larger national law firms, where he was a nationally recognized practitioner in the insolvency and corporate restructuring area. Mr. Fitch also acted as the managing partner of his law firm from 1993 to 2000. He has over thirty years’ experience in providing restructuring advice to businesses and their boards of directors in various industries facing financial distress and in advising lending institutions and accounting firms in the insolvency context. He has been a corporate director for both public and private corporations. Mr. Fitch is a charter member and fellow of the Insolvency Institute of Canada, an international fellow of the American College of Bankruptcy, and an emeritus member of the International Institute of Insolvency. He was continuously listed as one of the leading 500 lawyers in Canada by Lexpert since its first publication in 2000 until his retirement. He was appointed Queen’s Counsel in 1998.

### ***Audit Committee Mandate***

The Audit Committee is responsible for assisting the Board in their oversight responsibilities by:

- (i) reviewing the financial information provided to the shareholders and others;
- (ii) identifying and monitoring the management of the principal risks that could impact the financial reports of Tree Island Steel;

- (iii) reviewing the systems of corporate controls that management and the Board have established; and
- (iv) monitoring auditor independence and the audit process.

The Terms of Reference of the Audit Committee is attached as Schedule - A to this AIF.

***Pre-Approval Policies and Procedures***

The Audit Committee has established a policy of pre-approving all non-audit services to be provided by the Company’s external auditors and does so in accordance with the requirements of the Audit Committee Terms of Reference. The Audit Committee has delegated authority to the chair of the Audit Committee to pre-approve non-audit services. Any such pre-approval is presented to the full Audit Committee at its first scheduled meeting following such pre-approval. The Audit Committee shall not engage the external auditors to perform those specific non-audit services prescribed by law or regulation. The Audit Committee meets at least four times per year.

***Exemptions***

Other than as discussed below, during the financial year ended December 31, 2015, the Company did not rely on the exemptions set out in sections 2.4, 3.2, 3.4, 3.5, Part 8, subsection 3.3(2) or section 3.6 of NI 52-110, nor did the Company rely on section 3.8 of NI 52-110. Mr. Rosenfeld is an executive officer of Futura, which is an affiliated entity within the meaning of NI 52-110 and is therefore not independent. The Company has relied on the exemption in section 3.3(1) of NI 52-110 in this regard.

***Audit Committee Oversight***

During the financial year ended December 31, 2016 there was no recommendation of the Audit Committee to nominate or compensate the external auditor of the Company that was not adopted by the directors of the Company.

***External Auditor Service Fees (by category)***

As at December 31, 2016, the independent auditors of the Company were Ernst & Young LLP. The report of the auditors on the financial statements for the fiscal year ended December 31, 2016 has been filed on www.sedar.com with the securities regulators. The following table sets forth, by category, the fees billed by the auditors, for the twelve months periods ended December 31, 2016 and December 31, 2015:

	Audit Fees <sup>15</sup>	Audit-Related Fees <sup>16</sup>	Tax Fees <sup>17</sup>	All Other Fees
2016	\$198,000	\$0	\$112,741	\$0
2015	\$204,500	\$0	\$226,007	\$0

**Legal Proceedings and Regulatory Actions**

From time to time the Company is involved in ordinary routine litigation common to companies engaged in our line of business. Currently, the Company is not involved in any material pending legal proceedings or regulatory actions. To

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<sup>15</sup> “Audit Fees” represent the fees for the audit of Tree Island Steel’s consolidated financial statements for the years ended December 31, 2014 and 2013.

<sup>16</sup> “Audit-Related Fees” relate to subscription fees for access to technical databases.

<sup>17</sup> “Tax Fees” represent the fees for tax services consisting of tax compliance and tax planning and advice.

the knowledge of our management, no legal proceedings or regulatory actions of a material nature involving us have been threatened by any third party.

### **Interests of Management and Others in Material Transactions**

#### **Investors' Rights Agreement**

As part of the Recapitalization Transaction entered into in 2009, The Futura Corporation, Arbutus Distributors Ltd. and an additional investor (individually an "Investor" and collectively the "Investors") and the Company entered into an investors' rights agreement on November 26, 2009 (the "Investors' Rights Agreement"). Amar S. Doman, Chairman of the Board of the Company, is also President and Chief Executive Officer of The Futura Corporation, Harry Rosenfeld, a director of the Company, is also Executive Vice President of The Futura Corporation and Peter Bull, a director of the Company, is also President of Arbutus Distributors Ltd. Pursuant to the Investors' Rights Agreement, the Company provided certain covenants in favour of each Investor, including the right to nominate one (or, in the case of The Futura Corporation, two) of the Company's directors provided that it continues to hold at least 10% of the outstanding Shares (after giving effect to the conversion of all Convertible Debentures held by such Investor). The Investors' Rights Agreement also provides that for so long as each Investor holds at least 10% of the outstanding Shares, after giving effect to the conversion of all Convertible Debentures held by such Investor, the Investor will have a pre-emptive right to acquire up to that number of Shares, securities convertible into Shares or other equity securities of the Company as will enable the Investor, on completion of such offering of securities, to maintain its then current proportionate interest in the Company after giving effect to the conversion of all Convertible Debentures held by such Investor, at the same percentage as that which existed immediately prior to the completion of such issuance.

The Investors' Rights Agreement also provides that, subject to certain restrictions with respect to black-out periods, so long as an Investor holds at least 10% of the outstanding Shares, after giving effect to the conversion of all Convertible Debentures held by such Investor, such Investor shall have the right to request in writing that the Company file a prospectus with its principal regulator to qualify the distribution by such Investor of Shares it intends to dispose of in Canada. Within three business days after the receipt of such written request, the Company must:

- (i) give written notice thereof to the other Investors; and
- (ii) subject to certain provisions relating to underwritten offerings, offer such other Investors the opportunity to include in such prospectus offering all of the Shares held by such other Investors.

#### **Transactions with Associated Companies**

Tree Island Steel sells products to Canwel Building Materials Group Ltd. ("CanWel"), a subsidiary of a company of which Mr. Doman is Chairman and CEO which sales, net of rebates, amounted to approximately \$2.7 million (\$2.9 million in 2015) during the year and trade accounts receivable owing from CanWel is approximately \$75 k (approximately \$76 k in 2015). Outstanding trade accounts receivable from CanWel at period end are unsecured, interest free and settlement occurs in cash.

### **Material Contracts**

The following are the contracts, other than contracts entered into the ordinary course of business of Tree Island Steel, that are material to the Company and/or its operating subsidiaries and that were entered after January 1, 2002 and which are still in effect:

- (i) Indemnity Agreements entered into by the Company and TI Canada in favour of each of the directors;



- (ii) Investors' Rights Agreement dated November 26, 2009, among the Company, The Futura Corporation, Marret Asset Management Inc. and Arbutus Distributors Ltd. – refer to the section titled “Interests of Management and Others in Material Transactions - Investors' Rights Agreement” for additional details;
- (iii) Guarantee, dated March 25, 2010, between the Company, the Subsidiaries and Wells Fargo Capital Finance Corporation Canada, (formerly Wachovia Capital Finance Corporation (Canada), for the guarantee as it relates to the Senior Credit Facility – refer to the section titled “Credit Facilities” for additional details;
- (iv) Amending Agreements dated June 11, 2012, among the Company, the Subsidiaries, Coutinho & Ferrostaal GmbH and Coutinho & Ferrostaal Ltd. pursuant to which the Company amended the terms of and settled a portion of its long-term debt with two of its principal trade creditors;
- (v) Intercreditor Agreement dated June 11, 2012, among the Company, the Subsidiaries, Coutinho & Ferrostaal GmbH, Coutinho & Ferrostaal Ltd. and Valiant Trust Company as it relates to the distribution of proceeds upon the dissolution, liquidation or winding up of the Company; and
- (vi) Credit Agreement, dated April 21, 2014, between TI Canada, as Canadian Borrower, TI USA, as U.S. Borrower, Tree Island Wire Holdings (USA), Inc., Wells Fargo Capital Finance Corporation Canada, as Agent for the lenders, the other credit parties signatory thereto and the lenders signatory thereto – refer to the sections titled “General Development of Business and Three Year History - Senior Credit Facility” and “Credit Facilities” for additional details.

Copies of these agreements are available at [www.sedar.com](http://www.sedar.com).

#### **Transfer Agent and Registrar**

The transfer agent and registrar for the Company's Shares is Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Toronto, Ontario.

#### **Experts**

As at December 31, 2016, the independent auditors of Tree Island Steel were Ernst & Young LLP. The report of the auditors on the financial statements for the fiscal year ended December 31, 2016, has been filed on [www.sedar.com](http://www.sedar.com) with the securities regulators. Ernst & Young LLP are independent of Tree Island Steel in accordance with the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

#### **Additional Information**

Additional information, including principal holders of our securities and executive compensation, is contained in the Company's most recent management information circular filed with the provincial securities commission which can be found at [www.sedar.com](http://www.sedar.com).

Financial information concerning Tree Island Steel is contained in the Company's comparative consolidated financial statements and related management's discussion and analysis for the year ended December 31, 2015, which are incorporated herein by reference, and can be found at [www.sedar.com](http://www.sedar.com).

The Company will provide to any person or company, upon request to the Chief Financial Officer of Tree Island Steel, one copy of the following documents:

- (i) the AIF, together with any document, or the pertinent pages of any document, incorporated therein by reference, filed with the applicable securities regulatory authorities;
- (ii) the annual comparative consolidated financial statements of Tree Island Steel filed with the applicable securities regulatory authorities for the Company's most recently completed fiscal period in respect of which such financial statements have been issued, together with the report of the auditors thereon, related management's discussion and analysis and any interim financial statements of Tree Island Steel filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements;
- (iii) the management information circular of the Company filed with the applicable securities regulatory authorities in respect of the most recent meeting of shareholders of the Company which involved the appointment of directors; and
- (iv) the management information circular of Tree Island Wire Income Fund filed with the applicable securities regulatory authorities in respect of the Arrangement which related to the Corporate Conversion.

Copies of the above documents will be provided, upon request to the Chief Financial Officer of Tree Island, free of charge to shareholders of the Company. The Company may require the payment of a reasonable charge by any person or company who is not a shareholder of the Company and who requests a copy of such document. These documents are also available electronically on SEDAR at [www.sedar.com](http://www.sedar.com).

## **SCHEDULE - A: AUDIT COMMITTEE TERMS OF REFERENCE**

### **TREE ISLAND STEEL LTD.**

#### **Establishment of the Committee**

##### **1. Purpose**

The purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") of Tree Island Steel Ltd. (the "Company") in fulfilling its oversight responsibilities by reviewing the financial information provided to the shareholders and others, identifying and monitoring the management of the principal risks that could impact the financial reports of the Company, reviewing the systems of corporate controls that management and the Board have established and monitoring auditor independence and the audit process. The Committee also provides an avenue of communication among the independent auditors, management and the Board. The Company and Tree Island Industries Ltd., with its subsidiaries, may be referred to collectively as "Tree Island".

The Committee's principal responsibility is one of oversight. Tree Island's management is responsible for preparing the Company's financial statements and other disclosure documentation required by applicable securities laws, rules and regulations and the requirements of any applicable stock exchange ("Securities Laws"), and the Company's independent auditors are responsible for auditing and/or reviewing those financial statements. In carrying out these oversight responsibilities, the Committee is not required to provide any expert or special assurance as to the Company's financial statements or any professional certification as to the external auditors' work.

Nothing in these terms of reference is intended or may be construed to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject. Although the designation of a Committee member as being financially literate or having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose any duties, obligations or liability greater than the duties, obligations and liability imposed on such person as a member of the Committee and the Board in the absence of such designation.

While the Committee has the responsibilities set forth in these terms of reference, it is not the duty of the Committee to prepare financial statements, plan or conduct audits, manage the Company's exposure to risk, certify or guarantee the internal or external audit of the Company or to determine that the financial statements and disclosures are complete and accurate and are in accordance with applicable International Financial Reporting Standards ("IFRS") and other rules and regulations. These are the responsibilities of management and the independent auditors, as applicable. The Committee, its Chair and Committee members are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities and processes of the Company, and are specifically not accountable or responsible for the day to day operation or performance of such activities.

##### **2. Composition of Committee**

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three directors, provided that each member of the Committee shall be determined by the Board to be independent as defined by applicable Securities Laws, or otherwise within an exemption from the independence requirements under applicable Securities Laws. All Committee members shall be financially literate. For this purpose, financial literacy shall mean the ability of a member to read and understand a set of financial statements that present a breadth and level of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. At least one member should have accounting or related financial expertise.

### **3. Appointment of Committee Members**

The members of the Committee shall be appointed by the Board annually at the time of each annual meeting of shareholders, and shall hold office until the next annual meeting, or until they are removed by the Board or until they cease to be directors of the Company.

### **4. Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

### **5. Committee Chair**

The Board shall appoint a Chair for the Committee. The Chair may be removed and replaced by the Board.

### **6. Absence of Chair**

If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

### **7. Secretary of Committee**

The Committee shall appoint a Secretary who need not be a director of the Company.

### **8. Regular Meetings**

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four times per year.

### **9. Special Meetings**

The Chair, any two members of the Committee, or the President and Chief Executive Officer may call a special meeting of the Committee.

### **10. Quorum**

A majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

### **11. Notice of Meetings**

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **12. Agenda**

The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

### **13. Delegation**

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

### **14. Access**

In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of Tree Island.

### **15. Attendance of Officers at a Meeting**

At the invitation of the Chair, one or more officers or employees of the Tree Island may, and if required by the Committee shall, attend a meeting of the Committee.

### **16. Procedure, Records and Reporting**

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

### **17. Outside Consultants or Advisors**

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify candidates for the Board, including sole authority to approve the fees and other retention terms for such persons.

## **Roles and Responsibilities**

### **1. Overall Duties and Responsibilities**

The overall duties and responsibilities of the Committee shall be as follows:

- a) to assist the Board in the discharge of its responsibilities relating to the quality, acceptability and integrity of Tree Island's accounting principles, reporting practices and internal controls;
- b) to assist the Board in the discharge of its responsibilities relating to compliance with disclosure requirements under applicable Securities Laws, including approval of the Company's annual and quarterly financial statements together with the Management's Discussion and Analysis;
- c) to establish and maintain a direct line of communication with the Company's independent auditors and assess their performance;
- d) to ensure that the management has designed, implemented and is maintaining an effective system of internal controls; and
- e) to report regularly to the Board on the fulfillment of its duties and responsibilities.

### **2. Independent Auditors**

The duties and responsibilities of the Committee as they relate to the independent auditors shall be as follows:

- a) to recommend to the Board a firm of independent auditors to be engaged by the Company and, if there is a plan to change the independent auditors, review all issues related to the change and the steps planned for an orderly transition;
- b) to review, at least annually, with the independent auditors their independence from management, including a review of all other significant relationships the auditors may have with Tree Island and to satisfy itself of the auditors' independence, the experience and the qualifications of the senior members of the independent auditor team and the quality control procedures of the independent auditor;
- c) to review and approve the fee, scope, staffing and timing of the audit and other related services rendered by the independent auditors and ensure the rotation of the lead audit partner as required by applicable Securities Laws;
- d) to be responsible for overseeing the work of the independent auditors and reviewing the audit plan prior to the commencement of the audit;
- e) to review the engagement reports of the independent auditors on unaudited financial statements of the Company, if any, and to review with the independent auditors, upon completion of their audit:
  - i) contents of their report;
  - ii) scope and quality of the audit work performed;
  - iii) adequacy of Tree Island's financial and auditing personnel;
  - iv) co-operation received from Tree Island's personnel during the audit;
  - v) internal resources used;
  - vi) significant transactions outside of the normal business of Tree Island;
  - vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles and management systems;
  - viii) the quality, acceptability and integrity of Tree Island's accounting policies and principles;
  - ix) the non-audit services provided by the independent auditors; and
  - x) the effect of accounting initiatives as well as off-balance sheet structures on the Company's financial statements;
- f) to implement structures and procedures to ensure that the Committee meets with the independent auditors on a regular basis in the absence of management in order to review any difficulties encountered by the independent auditors in carrying out the audit and to resolve disagreements between the independent auditors and management;
- g) to pre-approve the retention of the independent auditor for any non-audit service and the fee for such service; and
- h) report to the Board in respect of the foregoing.

The Committee may satisfy the pre-approval requirement in subsection 2(g) if:

- i) the aggregate amount of all the non-audit services that were not pre-approved constitutes no more than five per cent of the total amount of revenues paid by the Company to its independent auditors during the fiscal year in which the services are provided;
- ii) the services were not recognized by the Company at the time of the engagement to be non-audit services; and
- iii) the services are promptly brought to the attention of the Committee and are approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2(g) provided that the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the full Committee at its first scheduled meeting following such pre-approval.

### **3. Internal Control Procedures**

The duties and responsibilities of the Committee as they relate to the internal control procedures are to:

- a) review the adequacy, appropriateness and effectiveness of Tree Island's policies and business practices which impact on the integrity, financial and otherwise, of Tree Island, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting, code of conduct and risk management;
- b) review reports from management outlining any significant changes in financial risks facing Tree Island and annually, as at the end of the fiscal year, in consultation with management and the independent auditors, evaluate the internal controls and procedures for financial reporting, discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures and review significant findings prepared by the independent auditors together with management's responses;
- c) review compliance under the Code of Business Ethics;
- d) review the Company's disclosure controls and procedures, and management's evaluation thereof, to ensure that financial information is recorded, processed, summarized and reported within the time periods required by law;
- e) review disclosures made to the Committee by the Chief Executive Officer and the Chief Financial Officer during their certification process for any statutory documents about any significant deficiencies in the design or operation of internal controls or material weakness therein and any fraud involving management or other employees who have a significant role in internal controls;
- f) review any issues between management and the independent auditors that could affect the financial reporting or internal controls;
- g) periodically review Tree Island's accounting and auditing policies, practices and procedures and the extent to which recommendations made by the independent auditors have been implemented; and
- h) ratify membership of the Disclosure Committee, as required.

#### 4. Public Filings, Policies and Procedures

The Committee is charged with the responsibility to:

- a) review and approve for recommendation to the Board:
  - i) the annual report to shareholders, including the annual audited financial statements, with the report of the independent auditors, the Management's Discussion and Analysis and the impact of unusual items and changes in accounting principles and estimates;
  - ii) the interim report to shareholders, including the unaudited financial statements, the Management's Discussion and Analysis and the impact of unusual items and changes in accounting principles and estimates;
  - iii) earnings press releases;
  - iv) the annual information form;
  - v) prospectuses; and
  - vi) other public reports and public filings requiring approval by the Board;

and report to the Board with respect thereto;

- b) ensure adequate procedures are in place for the review of disclosure of financial information extracted or derived from the Company's financial statements, other than the disclosure described in subsection 4(a) above, and periodically assess those procedures;
- c) review with management, the independent auditors and if necessary with legal counsel, any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- d) review with management and with the independent auditors any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
- e) review with management and with the independent auditors (i) all critical accounting policies and practices to be used by the Company in preparing its financial statements, (ii) all material alternative treatments of financial information within IFRS that have been discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (iii) other material communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences;
- f) review general accounting trends and issues of auditing policy, standards and practices which affect or may affect Tree Island;
- g) review the appointments of the Chief Financial Officer and any key financial executives involved in the financial reporting process;
- h) establish procedures for:



- i) the receipt, retention and treatment of complaints received by Tree Island regarding accounting, internal controls, or auditing matters; and
- ii) the confidential, anonymous submission by employees of Tree Island of concerns regarding questionable accounting or auditing matters;
- i) review and approve Tree Island's hiring policies regarding employees and former employees of the present and former independent auditors; and
- j) review and approve related party transactions.

**Terms of Reference and Calendar**

The Committee shall review and assess the adequacy of its terms of reference and calendar at least annually and submit any changes to the Board for approval.

Approved September 13, 2012

Amended: July 28, 2015