



## **HARDWOODS DISTRIBUTION INC.**

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of shareholders of Hardwoods Distribution Inc. (the “**Company**”) will be held at the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia, at 2:00 p.m. (Vancouver time), on Thursday, May 10, 2018, for the following purposes:

1. to receive the financial statements of the Company for the financial period ended December 31, 2017 and the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year;
4. to approve an ordinary resolution to increase the number of common shares of the Company issuable pursuant to the Company’s Long Term Incentive Plan by 450,000 common shares, as more particularly set forth in the Information Circular of Management dated March 15, 2018; and
5. to transact such further and other business as may properly come before the meeting or any adjournment thereof.

Specific details of the above items of business are contained in the Information Circular which accompanies and forms a part of this Notice of Meeting.

Shareholders are entitled to vote at the meeting either in person or by proxy. Shareholders who are unable to attend the meeting in person are requested to read, complete, sign and deliver the accompanying Form of Proxy. To be effective, the Form of Proxy must be received by Computershare Investor Services Inc., 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours, excluding Saturdays and holidays, preceding the meeting or any adjournment thereof.

DATED at Vancouver, British Columbia, this 15th day of March, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“E. Lawrence Sauder”*  
Chair