

Unaudited Condensed Consolidated Interim Financial Statements
(Expressed in Canadian dollars)

HARDWOODS DISTRIBUTION INC.

Three month periods ended March 31, 2013 and 2012

HARDWOODS DISTRIBUTION INC.

Unaudited Condensed Consolidated Interim Statements of Financial Position
(Expressed in thousands of Canadian dollars)

| | Note | March 31, 2013 | December 31, 2012 |
|---|------|-------------------|----------------------|
| Assets | | | |
| Current assets: | | | |
| Cash | | \$ 22 | \$ 94 |
| Accounts receivable | 5 | 44,600 | 34,760 |
| Inventories | 6 | 57,091 | 51,116 |
| Prepaid expenses | | 812 | 1,023 |
| Total current assets | | 102,525 | 86,993 |
| Non-current assets: | | | |
| Long-term receivables | 5 | 1,399 | 1,208 |
| Property, plant and equipment | | 6,571 | 6,492 |
| Deferred income taxes | | 14,173 | 14,625 |
| Intangible asset | | 16 | 17 |
| Total non-current assets | | 22,159 | 22,342 |
| Total assets | | \$ 124,684 | \$ 109,335 |
| Liabilities | | | |
| Current liabilities: | | | |
| Bank indebtedness | 7 | \$ 35,096 | \$ 24,683 |
| Accounts payable and accrued liabilities | | 7,252 | 6,667 |
| Income taxes payable | | 853 | 211 |
| Provisions | | - | 6 |
| Finance lease obligation | 8(a) | 675 | 697 |
| Dividend payable | 4 | 574 | 492 |
| Total current liabilities | | 44,450 | 32,756 |
| Non-current liabilities: | | | |
| Finance lease obligation | 8(a) | 682 | 567 |
| Total liabilities | | 45,132 | 33,323 |
| Shareholders' equity | | | |
| Share capital | 9(a) | 44,762 | 44,762 |
| Contributed surplus | | 104,991 | 104,903 |
| Deficit | | (69,197) | (71,803) |
| Accumulated other comprehensive loss | | (1,004) | (1,850) |
| Shareholders' equity | | 79,552 | 76,012 |
| Total shareholders' equity and liabilities | | \$ 124,684 | \$ 109,335 |

Contingencies (note 13)

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

Approved on behalf of the board of directors:

(Signed) GRAHAM M. WILSON Director

(Signed) TERRY M. HOLLAND Director

HARDWOODS DISTRIBUTION INC.

Unaudited Condensed Consolidated Interim Statements of Comprehensive Income
(Expressed in thousands of Canadian dollars, except for per share amounts)

Three month periods ended March 31, 2013 and 2012

| | Note | 2013 | 2012 |
|---|------|-----------|-----------|
| Sales | | \$ 86,983 | \$ 72,939 |
| Cost of sales | | (71,083) | (59,829) |
| Gross profit | | 15,900 | 13,110 |
| Operating expenses: | | | |
| Selling and distribution | | (8,752) | (8,483) |
| Administration | | (2,334) | (2,367) |
| | | (11,086) | (10,850) |
| Profit from operating activities | | 4,814 | 2,260 |
| Finance expense | 10 | (232) | (468) |
| Finance income | 10 | 399 | 128 |
| Net finance income (expense) | | 167 | (340) |
| Profit before income taxes | | 4,981 | 1,920 |
| Income tax expense: | | | |
| Current | | (1,187) | (240) |
| Deferred | | (614) | (455) |
| | | (1,801) | (695) |
| Profit for the period | | 3,180 | 1,225 |
| Other comprehensive income (loss): | | | |
| Exchange differences translating foreign operations | | 846 | (719) |
| Total comprehensive income for the period | | \$ 4,026 | \$ 506 |
| Basic profit per share | | \$ 0.19 | \$ 0.08 |
| Diluted profit per share | | \$ 0.19 | \$ 0.07 |

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

HARDWOODS DISTRIBUTION INC.

Unaudited Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Expressed in thousands of Canadian dollars)

Three month periods ended March 31, 2013 and 2012

| | Note | Share capital | Contributed surplus | Accumulated other comprehensive loss - translation reserve | Deficit | Total |
|--|------|------------------|------------------------|---|--------------------|------------------|
| Balance at January 1, 2012 | | \$ 44,061 | \$ 105,097 | \$ (1,063) | \$ (76,196) | \$ 71,899 |
| Share based compensation expense for the period | 9(b) | - | 102 | - | - | 102 |
| Shares issued pursuant to LTIP | | 163 | (163) | - | - | - |
| Profit for the period | | - | - | - | 1,225 | 1,225 |
| Dividends declared | | - | - | - | (323) | (323) |
| Translation of foreign operations | | - | - | (719) | - | (719) |
| Balance at March 31, 2012 | | \$ 44,224 | \$ 105,036 | \$ (1,782) | \$ (75,294) | \$ 72,184 |
| Balance at January 1, 2013 | | \$ 44,762 | \$ 104,903 | \$ (1,850) | \$ (71,803) | \$ 76,012 |
| Share based compensation expense for the period | 9(b) | - | 88 | - | - | 88 |
| Profit for the period | | - | - | - | 3,180 | 3,180 |
| Dividends declared | | - | - | - | (574) | (574) |
| Translation of foreign operations | | - | - | 846 | - | 846 |
| Balance at March 31, 2013 | | \$ 44,762 | \$ 104,991 | \$ (1,004) | \$ (69,197) | \$ 79,552 |

The accompanying notes are an integral part of the condensed consolidated interim financial statements.

HARDWOODS DISTRIBUTION INC.

Unaudited Condensed Consolidated Interim Statements of Cash Flows
(Expressed in thousands of Canadian dollars)

Three month periods ended March 31, 2013 and 2012

| | Note | 2013 | 2012 |
|---|------|-----------------|----------------|
| Cash flows from operating activities: | | | |
| Profit for the period | | \$ 3,180 | \$ 1,225 |
| Adjustments for: | | | |
| Depreciation and amortization | | 329 | 302 |
| Gain on sale of property, plant and equipment | | (31) | (17) |
| Non-cash employee incentive program | | 88 | 102 |
| Income tax expense | | 1,801 | 695 |
| Net finance income (expense) | | (167) | 340 |
| Interest received | | 100 | 124 |
| Interest paid | | (224) | (181) |
| Income taxes paid | | (562) | (8) |
| | | <u>4,514</u> | <u>2,582</u> |
| Changes in non-cash working capital: | | | |
| Accounts receivable | | (9,525) | (6,556) |
| Inventories | | (5,116) | (150) |
| Prepaid expenses | | 224 | 155 |
| Provisions | | (7) | (9) |
| Accounts payable and accrued liabilities | | 487 | 1,094 |
| | | <u>(13,937)</u> | <u>(5,466)</u> |
| Net cash used in operating activities | | (9,423) | (2,884) |
| Cash flow from financing activities: | | | |
| Increase in bank indebtedness | | 9,945 | 2,865 |
| Principle payments on finance lease obligation | | (182) | (183) |
| Dividends paid to shareholders | | (492) | (321) |
| Net cash provided by financing activities | | <u>9,271</u> | <u>2,361</u> |
| Cash flow from investing activities: | | | |
| Additions to property, plant and equipment | | (65) | (134) |
| Proceeds on disposal of property, plant and equipment | | 64 | 35 |
| Payments received on long-term receivables | | 81 | 277 |
| Net cash provided by investing activities | | <u>80</u> | <u>178</u> |
| Decrease in cash during the period | | (72) | (345) |
| Cash, beginning of period | | 94 | 392 |
| Cash, end of period | | \$ 22 | \$ 47 |

The accompanying notes are an integral part of the condensed consolidated interim financial statements.

Supplementary information:

| | | | |
|--|--|--------|------|
| Transfer of accounts receivable to long-term customer notes receivable, being a non-cash transaction | | \$ 328 | \$ - |
|--|--|--------|------|

HARDWOODS DISTRIBUTION INC.

Notes to Unaudited Condensed Consolidated Interim Financial Statements
(Tabular amounts expressed in thousands of Canadian dollars)

Three month periods ended March 31, 2013 and 2012

1. Nature of operations:

Hardwoods Distribution Inc. (the "Company") is incorporated under the Canada Business Corporations Act trading on the Toronto Stock Exchange under the symbol "HWD." Subsidiaries of the Company operate a network of 31 distribution centers in Canada and the US engaged in the wholesale distribution of hardwood lumber and related sheet goods and specialty products.

2. Basis of preparation:

(a) Statement of compliance:

These condensed consolidated interim financial statements of the Company have been prepared in accordance with International Accounting Standards ("IAS 34") "Interim Financial Reporting". The disclosures contained in these condensed consolidated interim financial statements do not include all of the requirements of International Financial Reporting Standards ("IFRS") for annual financial statements, and accordingly, these condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2012.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on May 9, 2013.

(b) Basis of measurement:

These condensed consolidated interim financial statements have been prepared on the historical cost basis.

(c) Functional and presentation currency:

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented in the interim financial statements, with the exception of per share amounts, has been rounded to the nearest thousand dollar.

(d) Use of estimates and judgment:

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual amounts may differ from the estimates applied in the preparation of these financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are consistent with those disclosed in the Company's annual audited consolidated financial statements for the year ended December 31, 2012.

HARDWOODS DISTRIBUTION INC.

Notes to Unaudited Condensed Consolidated Interim Financial Statements
(Tabular amounts expressed in thousands of Canadian dollars)

Three month periods ended March 31, 2013 and 2012

3. Significant accounting policies:

The significant accounting policies that have been applied in the preparation of these condensed consolidated interim financial statements are summarized in the Company's annual audited consolidated financial statements for the year ended December 31, 2012, except as described in note 3(a).

(a) Newly adopted accounting policies:

The Company has adopted the following new IFRS standards, along with any consequential amendments, effective January 1, 2013. These changes were made in accordance with the applicable transitional provisions.

Several other new standards and amendments came into effect on January 1, 2013; however, they do not impact the condensed consolidated interim financial statements and are not anticipated to impact the Company's annual consolidated financial statements.

The nature and impact of each new standard and amendment applicable to the Company are described below:

IAS 1 Presentation of items of other comprehensive income (Amendment)

The amendments to IAS 1 introduce a grouping of items presented in other comprehensive income (OCI). Items that could be reclassified to profit or loss at a future point in time shall be presented separately from items that will never be reclassified. This amendment has no impact on the Company's presentation as the components of OCI pertain only to gains or losses arising on the translation of foreign operations, for which the cumulative exchange differences would be reclassified to profit or loss on disposal of the foreign operation.

IFRS 10 Consolidated Financial Statements

In May 2011, the IASB issued IFRS 10, *Consolidated Financial Statements*, to replace IAS 27, *Consolidated and Separate Financial Statements*, and SIC 12, *Consolidation – Special Purpose Entities*. The new consolidation standard changes the definition of control so that the same criteria apply to all entities, both operating and special purpose entities, to determine control. The revised definition focuses on the need to have both power and variable returns before control is present. The adoption of IFRS 10 did not result in any change in the consolidation status of any of the Company's subsidiaries.

IFRS 11 Joint Arrangements

In May 2011, the IASB issued IFRS 11, *Joint Arrangements*, to replace IAS 31, *Interests in Joint Ventures*. The new standard defines two types of arrangements: Joint Operations and Joint Ventures. The focus of the standard is to reflect the rights and obligations of the parties involved in the joint arrangement, regardless of whether the joint arrangement operates through a separate legal entity. Joint arrangements that are classified as joint ventures are accounted for using the equity method of accounting. Joint arrangements that are classified as joint operations require the venturers to recognize the individual assets, liabilities, revenues and expenses to which they have legal rights or are responsible. The adoption of IFRS 11 did not result in any changes to the Company's condensed consolidated interim financial statements as the Company has no joint arrangements.

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(Tabular amounts expressed in thousands of Canadian dollars)

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3. Significant accounting policies (continued):

IFRS 12 Disclosure of Interests in Other Entities

In May 2011, the IASB issued IFRS 12, *Disclosure of Interests in Other Entities*, to create a comprehensive disclosure standard to address the requirements for subsidiaries, joint arrangements and associates including the reporting entity's involvement with other entities. It also includes the disclosure requirements for unconsolidated structured entities (i.e. special purpose entities). The Company has adopted IFRS 12 effective January 1, 2013. The adoption of IFRS 12 may result in incremental disclosures in the Company's annual consolidated financial statements.

IFRS 13 Fair Value Measurement

In May 2011, the IASB issued IFRS 13, *Fair Value Measurement*, as a single source of guidance for all fair value measurements required by IFRS to reduce the complexity and improve consistency across its application. The standard provides a definition of fair value and guidance on how to measure fair value as well as a requirement for enhanced disclosures. The Company has adopted IFRS 13 on a prospective basis effective January 1, 2013.

Fair value is defined by IFRS 13 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to estimate fair value. These levels are defined as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable in an active market for the asset or liability (e.g. volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means.
- Level 3 inputs are unobservable and therefore supported by little or no market activity.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. The Company does not have any financial assets or liabilities measured and recorded in the statement of financial position at fair value, in accordance with the fair value hierarchy, at either March 31, 2013 or December 31, 2012.

The adoption of IFRS 13 will result in incremental disclosures to the annual consolidated financial statements.

The Company has not early adopted any other standards, interpretations or amendments in the condensed consolidated interim financial statements that have been issued, but are not yet effective.

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4. Capital management:

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company considers its capital to be bank indebtedness (net of cash) and shareholders' equity. The Company's capitalization is as follows:

| | March 31, 2013 | December 31, 2012 |
|-----------------------------|-------------------|----------------------|
| Cash | \$ (22) | \$ (94) |
| Bank indebtedness | 35,096 | 24,683 |
| Shareholders' equity | 79,552 | 76,012 |
| Total capitalization | \$ 114,626 | \$ 100,601 |

The terms of the Company's US and Canadian credit facilities are described in note 7. The terms of the agreements with the Company's lenders provide that distributions cannot be made by its subsidiaries in the event that its subsidiaries do not meet certain credit ratios. The Company's operating subsidiaries were compliant with all required credit ratios under the US and Canadian credit facilities as at March 31, 2013 and December 31, 2012, and accordingly there were no restrictions on distributions arising from compliance with financial covenants.

Dividends are one way the Company manages its capital. Dividends are declared having given consideration to a variety of factors including the outlook for the business and financial leverage. There were no changes to the Company's approach to capital management during the three month period ended March 31, 2013.

On March 19, 2013, the Company declared a cash dividend of \$0.035 per common share to shareholders of record as of April 19, 2013. The dividend was paid to shareholders on April 30, 2013. On May 9, 2013, the Company declared a cash dividend of \$0.035 per common share to shareholders of record as of July 19, 2013, to be paid on July 31, 2013.

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5. Accounts receivable:

The following is a breakdown of the Company's current and long-term receivables and represents the Company's principal exposure to credit risk.

| | March 31, 2013 | December 31, 2012 |
|--|-------------------|----------------------|
| Trade accounts receivable - Canada | \$ 14,003 | \$ 11,128 |
| Trade accounts receivable - United States | 33,373 | 26,284 |
| Sundry receivable | 178 | 166 |
| Current portion of long-term receivables | 350 | 260 |
| | 47,904 | 37,838 |
| Less: | | |
| Allowance for credit loss | 3,304 | 3,078 |
| | \$ 44,600 | \$ 34,760 |
| Long-term receivables: | | |
| Employee housing loans | \$ 380 | \$ 382 |
| Customer notes | 967 | 675 |
| Security deposits | 402 | 411 |
| | 1,749 | 1,468 |
| Less: | | |
| Current portion, included in accounts receivable | 350 | 260 |
| | \$ 1,399 | \$ 1,208 |

The aging of trade receivables was:

| | March 31, 2013 | December 31, 2012 |
|-----------------------|-------------------|----------------------|
| Current | \$ 35,258 | \$ 23,232 |
| Past due 31 - 60 days | 6,837 | 8,484 |
| Past due 61 - 90 days | 1,888 | 2,709 |
| Past due 90+ days | 3,393 | 2,987 |
| | \$ 47,376 | \$ 37,412 |

The Company determines its allowance for doubtful accounts based on its best estimate of the net recoverable amount by customer account. Accounts that are considered uncollectable are written off. The total allowance at March 31, 2013 was \$3.3 million (December 31, 2012 - \$3.1 million). The amount of the allowance is considered sufficient based on the past experience of the business, the security the Company has in place for past due accounts, and management's regular review and assessment of customer accounts and credit risk.

Bad debt expense, net of recoveries, for the three month period ended March 31, 2013 was \$0.1 million which equates to 0.1% of sales (three month period ended March 31, 2012 - \$0.3 million, being 0.4% of sales).

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6. Inventories:

| | March 31, 2013 | December 31, 2012 |
|------------------|-------------------|----------------------|
| Lumber | \$ 17,184 | \$ 15,394 |
| Sheet goods | 28,402 | 25,607 |
| Specialty | 6,560 | 5,249 |
| Goods in-transit | 4,945 | 4,866 |
| | <u>\$ 57,091</u> | <u>\$ 51,116</u> |

Inventory related expenses are included in the condensed consolidated interim statements of comprehensive income as follows:

| | Three months ended March 31, 2013 | Three months ended March 31, 2012 |
|--|---|---|
| Inventory write-downs, included in cost of sales | \$ 60 | \$ 88 |
| Cost of inventory sold | \$ 68,691 | \$ 57,490 |
| Other cost of sales | 2,392 | 2,339 |
| Total cost of sales | <u>\$ 71,083</u> | <u>\$ 59,829</u> |

7. Bank indebtedness:

| | March 31, 2013 | December 31, 2012 |
|---|-------------------|----------------------|
| Checks issued in excess of funds on deposit | \$ 2,989 | \$ 127 |
| Credit facility, Hardwoods LP | 6,574 | 5,693 |
| Credit facility, Hardwoods USLP (March 31, 2013 - US\$25,131; December 31, 2012 - US\$18,959) | 25,533 | 18,863 |
| | <u>\$ 35,096</u> | <u>\$ 24,683</u> |

Bank indebtedness consists of checks issued in excess of funds on deposit and advances under operating lines of credit (the "Credit Facilities") available to subsidiaries of the Company, Hardwoods Specialty Products LP ("Hardwoods LP") and Hardwoods Specialty Product USLP ("Hardwoods USLP").

The Hardwoods LP Credit Facility, which has a maturity date of August 7, 2016, provides financing up to \$15.0 million. On February 15, 2013, the Hardwoods USLP Credit Facility was amended to increase the maximum borrowing available under the Credit Facility to US\$45 million and extend the maturity date to May 26, 2016. Each facility is payable in full at maturity. The Credit Facilities are revolving credit facilities which the Company may terminate at any time without prepayment penalty. The Credit Facilities bear interest at a floating rate based on the Canadian or US prime rate (as the case may be), LIBOR or bankers' acceptance rates plus, in each case, an applicable margin. Letters of credit are also available under the Credit Facilities

HARDWOODS DISTRIBUTION INC.

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7. Bank indebtedness (continued):

on customary terms for facilities of this nature. Commitment fees and standby charges usual for borrowings of this nature were and are payable.

The amount made available under the Credit Facility to Hardwoods LP from time to time is limited to the extent of 85% of the book value of accounts receivable and the lesser of 60% of the book value or 85% of appraised value of inventories with the amount based on inventories not to exceed 60% of the total amount to be available. Certain identified accounts receivable and inventories are excluded from the calculation of the amount available under the Credit Facility. Hardwoods LP is required to maintain a fixed charge coverage ratio (calculated as the ratio of earnings before interest, tax, depreciation and amortization ("EBITDA") less cash taxes less capital expenditures less distributions, divided by interest plus principal payments on finance lease obligations) of not less than 1.1 to 1. However, this covenant does not apply so long as the unused availability under the credit line is in excess of \$2.0 million. At March 31, 2013, the Hardwoods LP Credit Facility has unused availability of \$8.4 million, before checks issued in excess of funds on deposit of \$0.8 million (December 31, 2012 - \$7.6 million, checks issued in excess of funds on deposit - nil).

The amount to be made available under the Credit Facility to Hardwoods USLP from time to time is limited to the extent of 85% of the book value of certain accounts receivable and 55% of the book value of inventories (with certain accounts receivable and inventory being excluded). Hardwoods USLP is required to maintain a fixed charge coverage ratio (calculated as EBITDA less cash taxes less capital expenditures, divided by interest plus distributions) of 1.0 to 1. This covenant of the Hardwoods USLP Credit Facility does not need to be met, however, when the unused availability under the Credit Facility is in excess of US\$2.5 million. At March 31, 2013, the Hardwoods USLP Credit Facility has unused availability of \$18.6 million (US\$18.3 million), before checks issued in excess of funds on deposit of \$2.2 million (US\$2.2 million) (December 31, 2012 - \$11.0 million (US\$11.1 million), before checks issued in excess of funds on deposit of \$0.1 million (US\$0.1 million).

8. Leases:

(a) Finance leases as lessee:

Subsidiaries of the Company lease vehicles with terms ranging from 18 to 36 months. The Company and its subsidiaries have determined that these vehicle leases are considered finance leases and are therefore recorded in the condensed consolidated interim statements of financial position.

Liabilities under finance leases are payable as follows:

| Minimum lease payments due | Within one year | One to three years | Total |
|-----------------------------------|-----------------|--------------------|----------|
| March 31, 2013: | | | |
| Future minimum lease payments | \$ 734 | \$ 712 | \$ 1,446 |
| Interest | 59 | 30 | 89 |
| Present value of minimum payments | \$ 675 | \$ 682 | \$ 1,357 |

The present value of the lease payments is calculated using the interest rate implicit in the lease as required by IAS 17, "Leases".

HARDWOODS DISTRIBUTION INC.

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(Tabular amounts expressed in thousands of Canadian dollars)

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8. Leases (continued):

(b) Operating leases as lessee:

At March 31, 2013, the Company's subsidiaries are obligated under various operating leases, mainly building leases, which require future minimum rental payments as follows:

| Minimum lease payments due | Within one year | One to five years | After five years | Total |
|--|--------------------|----------------------|---------------------|-----------|
| Minimum lease payments due: March 31, 2013 | \$ 5,355 | \$ 10,500 | \$ 33 | \$ 15,888 |
| Minimum sublease revenue receivable: March 31, 2013 | 108 | 21 | - | 129 |

9. Share capital:

(a) Share capital:

At March 31, 2013, the authorized share capital of the Company comprised an unlimited number of common shares without par value ("Shares"). A continuity of the Shares is as follows:

| | Shares | Total |
|---|------------|-----------|
| Balance at March 31, 2013 and December 31, 2012 | 16,394,490 | \$ 44,762 |

(b) Long Term Incentive Plan ("LTIP"):

A continuity of the LTIP Shares outstanding is as follows:

| | Performance Shares | Restricted Shares |
|---|--------------------|-------------------|
| Balance at March 31, 2013 and December 31, 2012 | 41,680 | 149,145 |

No LTIP shares became fully vested during the three month period ended March 31, 2013. Non-cash compensation expense, relating to previously granted LTIP Shares, of \$87,938 was recognized in the condensed consolidated interim statement of comprehensive income for the three month period ended March 31, 2013 (three month period ended March 31, 2012 – \$102,377).

On April 1, 2013, 13,569 Performance Shares and 48,182 Restricted Shares were granted, conditional upon the Company obtaining approval at its May 22, 2013 Annual General and Special Meeting of shareholders to increase the number of common shares issuable pursuant to the LTIP by 800,000 common shares.

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9. Share capital (continued):

(c) Weighted average shares:

The calculation of basic and fully diluted profit per share is based on the profit for the three month period ended March 31, 2013 of \$3.2 million (March 31, 2012 – profit of \$1.2 million). The weighted average number of common shares outstanding is as follows:

| | 2013 | 2012 |
|---|------------|------------|
| Issued ordinary shares at January 1 | 16,394,490 | 16,095,343 |
| Effect of shares issued during the period | | |
| Pursuant to long term incentive plan | - | 887 |
| Weighted average common shares – basic | 16,394,490 | 16,096,230 |
| Effect of dilutive securities: | | |
| Long term incentive plan | 153,628 | 307,224 |
| Weighted average common shares – diluted March 31 | 16,548,118 | 16,403,454 |

10. Finance income and expense:

| | Note | Three months ended March 31, 2013 | Three months ended March 31, 2012 |
|--|------|--|--|
| Finance expense: | | | |
| Interest on bank indebtedness | 7 | \$ (213) | \$ (164) |
| Accretion of finance lease obligation | 8 | (19) | (19) |
| Write-off of uncollectible interest on trade receivables | | - | (63) |
| Foreign exchange losses | | - | (222) |
| Total finance expense | | (232) | (468) |
| Finance income: | | | |
| Imputed interest on employee loans receivable | | 3 | 4 |
| Interest on trade receivables and customer notes | 5 | 100 | 124 |
| Foreign exchange gain | | 296 | - |
| Total finance income | | 399 | 128 |
| Net finance income (expense) | | \$ 167 | \$ (340) |

HARDWOODS DISTRIBUTION INC.

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(Tabular amounts expressed in thousands of Canadian dollars)

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11. Segment reporting:

Information about the Company's geographic areas of business is as follows:

| | Three months ended March 31, 2013 | Three months ended March 31, 2012 |
|----------------------------------|--|--|
| Revenue from external customers: | | |
| Canada | \$ 22,560 | \$ 21,788 |
| United States | 64,423 | 51,151 |
| | <u>\$ 86,983</u> | <u>\$ 72,939</u> |

| | March 31, 2013 | December 31, 2012 |
|-------------------------------------|-------------------|----------------------|
| Non-current assets ⁽¹⁾ : | | |
| Canada | \$ 1,017 | \$ 1,009 |
| United States | 5,577 | 5,508 |
| | <u>\$ 6,587</u> | <u>\$ 6,517</u> |

⁽¹⁾ Excludes financial instruments and deferred income taxes

12. Seasonality:

The Company is subject to seasonal influences. Historically, the first and fourth quarters are seasonally slower periods for construction activity and therefore demand for hardwood products.

13. Contingencies:

The Company and its subsidiaries are subject to legal proceedings that arise in the ordinary course of its business. Management is of the opinion, based upon information presently available, that it is unlikely that any liability, to the extent not provided for or through insurance, would be material in relation to the Company's condensed consolidated interim financial statements.

Trade Investigation

On September 27, 2012 an unfair trade petition was filed in the United States seeking the imposition of countervailing duties ("CVD") and antidumping duties ("AD") against Chinese hardwood plywood. The trade petition was brought by a coalition of U.S. plywood manufacturers (the "Petitioners"), alleging that Chinese imports are sold in the United States at prices below cost and are subsidized by the Government of China.

On February 27, 2013 the US Department of Commerce ("Commerce") announced it had completed the preliminary stage of its CVD investigation and determined preliminary duty rates ranging from zero to 27.16%, with product from most Chinese mills being assessed a preliminary CVD duty of 22.63%. On April 29, 2013 Commerce announced it had completed the preliminary stage of its AD investigation and imposed

HARDWOODS DISTRIBUTION INC.

Notes to Unaudited Condensed Consolidated Interim Financial Statements
(Tabular amounts expressed in thousands of Canadian dollars)

Three month periods ended March 31, 2013 and 2012

13. Contingencies (continued):

a preliminary AD rate of 22.14%. The preliminary CVD and AD rates are subject to further investigation and revision. The final CVD and AD duty decisions are expected to be announced in September of 2013. Under United States CVD and AD legislation there exists provision for duty rates to be applied retroactively in certain circumstances to imports made 90 days prior to the date at which preliminary CVD and AD duties were imposed. For the possibility of retroactivity to arise, the Petitioners would need to file a request that Commerce investigate if there was a surge of imports, known as "Critical Circumstances", in the 90 days prior to the imposition of preliminary duties. Management has consulted with trade lawyers and received advice that Critical Circumstances is not commonly alleged by Petitioners and affirmed through investigation by Commerce. The Petitioners have not requested that Commerce investigate Critical Circumstances, but the Petitioners may file such a request up until the final duty decision date which is expected to be September 2013.

At March 31, 2013, Management believes the risk of retroactive duties arising prior to the preliminary CVD and AD rates being imposed is remote and has made no provision for retroactive CVD and AD duties in the Company's financial statements.