



CONIFEX TIMBER INC.

NEWS RELEASE: via MARKETWIRE

FOR IMMEDIATE RELEASE

Conifex Announces \$9.0 Million Substantial Issuer Bid

November 9, 2021, Vancouver, B.C. - Conifex Timber Inc. ("Conifex", "we" or "us") (TSX: CFF)) announced today that our board of directors (the "**Board**") has approved a substantial issuer bid (the "**Offer**") pursuant to which we will offer to purchase from shareholders for cancellation up to 4.0 million of our outstanding Common shares (the "**Shares**") at a price of \$2.25 per Share (the "**Purchase Price**") for a total of \$9.0 million. The Purchase Price represents a 28% premium over the closing price of the Shares on the Toronto Stock Exchange on November 8, 2021.

Terms of the Offer

The Board has authorized the Offer, which is expected to commence on November 12, 2021 and expire on December 20, 2021, unless extended or withdrawn. Conifex plans to fund repurchases of Shares through available cash on hand. The Offer is denominated in Canadian dollars, and Shareholders will have the option to elect to receive payment in either Canadian or United States dollars.

If Shares with an aggregate purchase price of more than \$9.0 million are properly tendered and not properly withdrawn, we will purchase the Shares on a pro rata basis after giving effect to "odd lot" tenders (of holders beneficially owning fewer than 100 Shares), which will not be subject to pro-ration. All Shares that are tendered but not purchased will be returned to shareholders.

Additional Information

The Offer is for up to approximately 9% of the total number of issued and outstanding Shares on a non-diluted basis. The Offer is optional for all shareholders, who are free to choose whether to participate and how many Shares to tender. Any shareholders who do not deposit their Shares (or whose Shares are not repurchased under the Offer) will realize a proportionate increase in their equity interest in Conifex, to the extent that Shares are purchased under the Offer.

The Offer is not conditional upon any minimum number of Shares being tendered but is subject to various conditions that are typical for a transaction of this type. Conifex reserves the right, subject to applicable laws, to withdraw, extend or amend the Offer, if certain events occur at any time prior to the payment for tendered Shares. The Offer is expected to remain open for acceptance until 5:00 p.m. (Toronto time) on December 20, 2021, unless extended or withdrawn.

Details of the Offer, including instructions for tendering Shares, will be included in the formal offer to purchase and issuer bid circular, letter of transmittal, notice of guaranteed delivery and other related documents (the "**Offer Documents**"). The Offer Documents will be mailed to shareholders, filed with applicable Canadian securities regulatory authorities and made available without charge on SEDAR at www.sedar.com, and posted on our website at www.conifex.com.

We completed share repurchases under our normal course issuer bid in September 2021 and we will determine whether to renew our normal course issuer bid after the Offer is completed.

Computershare Investor Services Inc. has been engaged by Conifex to act as depository for the Offer. Shareholders who have questions regarding the Offer or require any assistance tendering Shares may contact Computershare Investor Services by telephone at 1-800-564-6253 (North America) or 514-982-

7555 (International), or by e-mail at corporateactions@computershare.com.

We have not engaged a dealer manager for the Offer in Canada or the United States but we reserve the right to do so before the Offer expires.

The Offer referred to in this news release has not yet commenced. This news release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Shares. The solicitation and the offer to buy Shares will only be made pursuant to the Offer Documents that are filed with the Canadian securities regulatory authorities. The offer will not be made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making or acceptance of offers to sell Shares would not be in compliance with the laws of that jurisdiction. None of Conifex, our Board of Directors or the depositary makes any recommendation to shareholders as to whether to tender or refrain from tendering any or all of their Shares pursuant to the Offer or the purchase price or prices at which shareholders may choose to tender Shares. Shareholders are strongly urged to read the Offer Documents carefully and to consult with their financial, tax and legal advisors prior to making any decision with respect to the Offer.

Third Quarter 2021 Results Conference Call

We will be releasing our third quarter 2021 results after market close on November 9, 2021. A conference call has been scheduled at 2:00 PM Pacific time / 5:00 PM Eastern time on the same day. To participate in the call, please dial 416-340-2217 or toll free 1-800-806-5484 and entering participant passcode 7234039#. The call will also be available on instant replay until December 9, 2021 by dialling 905-694-9451 or 1-800-408-3053 and entering participant passcode 8954280#.

For further information, please contact:

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About Conifex Timber Inc.

Conifex and its subsidiaries' primary business currently includes timber harvesting, reforestation, forest management, sawmilling logs into lumber and wood chips, and value added lumber finishing and distribution. Conifex's lumber products are sold in the United States, Canadian and Japanese markets. Conifex also produces bioenergy at its power generation facility at Mackenzie, BC.

Forward-Looking Statements

Certain statements in this news release may constitute "forward-looking statements". Forward-looking statements are statements that address or discuss activities, events or developments that Conifex expects or anticipates may occur in the future. When used in this news release, words such as "estimates", "expects", "plans", "anticipates", "projects", "will", "believes", "intends" "should", "could", "may" and other similar terminology are intended to identify such forward-looking statements. Forward-looking statements reflect the current expectations and beliefs of Conifex's management. Because forward-looking statements involve known and unknown risks, uncertainties and other factors, actual results, performance or achievements of Conifex or the industry may be materially different from those implied by such forward-looking statements. Examples of such forward-looking information that may be contained in this news release include our current intentions regarding commencement of the Offer, the timing, terms and conditions of the Offer, the number of Shares purchased and the amount of capital returned to shareholders under the Offer. Forward-looking statements involve significant uncertainties, should not be read as a guarantee of future performance or results, and will not necessarily be an accurate indication of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, risk factors described in Conifex's management's discussion and analysis for the year ended December 31, 2020 and the quarter ended June 30, 2021, each of which is available on SEDAR at www.sedar.com. These risks, as well as others, could cause actual results and events to vary significantly. Accordingly, readers should exercise caution in relying upon forward-looking statements and Conifex undertakes no obligation to publicly revise them to reflect subsequent events or circumstances, except as required by law.