

***YOU ARE STRONGLY URGED TO READ THE ACCOMPANYING MANAGEMENT
INFORMATION CIRCULAR BEFORE COMPLETING THIS LETTER OF TRANSMITTAL***

The Instructions accompanying this Letter of Transmittal should be read carefully before completing this Letter of Transmittal. The Depository (see last page for addresses and telephone number) or your broker or other financial advisor can assist you in completing this Letter of Transmittal.

Unitholders whose Stapled Units are registered in the name of a broker, investment dealer, bank, trust company, depository or other intermediary (an “Intermediary”) should contact their Intermediary for instructions and assistance in delivering those Stapled Units to Valiant Trust Company (the “Depository”) in connection with the Arrangement.

LETTER OF TRANSMITTAL
to accompany certificates for stapled units of

TIMBERWEST FOREST CORP.

TO: TIMBERWEST FOREST CORP.

AND TO: BRITISH COLUMBIA INVESTMENT MANAGEMENT CORPORATION
PUBLIC SECTOR PENSION INVESTMENT BOARD
7821751 CANADA INC.
7830327 CANADA INC.
VALIANT TRUST COMPANY

This Letter of Transmittal, duly completed and signed in accordance with the instructions set out below, together with all other required documents, must accompany your certificates for stapled units (“**Stapled Units**”) in the capital of TimberWest Forest Corp. (the “**Company**”) submitted in connection with the arrangement under section 192 of the *Canada Business Corporations Act* (the “**Arrangement**”) pursuant to which, among other things, and subject to receiving all required approvals and the satisfaction of certain closing conditions, British Columbia Investment Management Corporation (“**bcIMC**”) and Public Sector Pension Investment Board (“**PSPIB**”) will, indirectly through 7830327 Canada Inc. (the “**Purchaser**”), acquire all of the Stapled Units for an amount per unit equal to \$6.16 in cash (the “**Stapled Unit Consideration**”). Unitholders are strongly urged to read the Management Information Circular of the Company dated May 13, 2011 accompanying this Letter of Transmittal (the “**Circular**”). All capitalized terms not defined in this Letter of Transmittal have the meanings ascribed to them in the Circular.

The undersigned registered holder(s) of Stapled Units (the “**Unitholder**”), hereby represents and warrants in favour of the Company, bcIMC, PSPIB and the Purchaser that: (i) the undersigned is the registered owner of the Stapled Units represented by the certificate(s) described below and delivered herewith; (ii) the undersigned has good title to such Stapled Units free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims; (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign and transfer such Stapled Units; (iv) all information inserted by the undersigned into this Letter of Transmittal is complete and accurate; and (v) the undersigned will not sell, assign or transfer any of such Stapled Units before the Effective Time and will not, before the Effective Time, enter into an agreement to sell, assign or transfer any of such Stapled Units or otherwise permit any of such Stapled Units to be sold, assigned or transferred. The undersigned agrees to indemnify and hold harmless the Company, the Purchaser, bcIMC, PSPIB and the Depository for all amounts of tax as may be assessed or otherwise required to be deducted or withheld with respect to any consideration otherwise payable to the undersigned under the Arrangement.

The undersigned acknowledges and agrees that the covenants, representations and warranties of the undersigned contained in this Letter of Transmittal shall survive the completion of the Arrangement.

The undersigned revokes any and all authority, other than as granted in this Letter of Transmittal and in any proxy granted for use at the Meeting, whether as agent, attorney, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Stapled Units represented by the certificates delivered herewith. No subsequent authority, whether as agent, attorney, attorney-in-fact, proxy or otherwise, except a proxy granted for use at the Meeting, will be granted with respect to the deposited Stapled Units. Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal survives the death or incapacity of the undersigned and any obligation of the undersigned in this Letter of Transmittal is binding upon the heirs, legal representatives, personal representatives, successors and assigns of the undersigned.

The certificate(s) described below in Block A are enclosed. The Unitholder transmits the certificate(s) described below representing the Stapled Units to be dealt with in accordance with this Letter of Transmittal (the “**Transmitted Units**”). Upon (i) receipt by the Depositary of this duly executed and completed Letter of Transmittal, the certificate(s) described below and any other documents required by the Depositary and (ii) completion of the Arrangement, the Depositary will, as soon as practicable, send or hold for the Unitholder as directed a cheque representing the Stapled Unit Consideration multiplied by the number of Transmitted Units, less any tax withheld, all on the basis described in the Circular.

The undersigned will, upon reasonable request, execute any signature guarantee or other documents deemed by the Depositary necessary or desirable to complete the transfer of the Transmitted Units to the Purchaser pursuant to the Arrangement.

Unless otherwise indicated in Block C, the Unitholder authorizes and directs the Depositary to mail a cheque payable in Canadian dollars representing the cash consideration to which the Unitholder is entitled by first-class mail to the Unitholder at the address specified in Block C. If no address is specified in Block C, the Unitholder acknowledges that the Depositary will mail such cheque to the address of the Unitholder as shown on the securities register maintained by the Company.

In the event that the Arrangement is not completed for any reason, the certificate(s) that accompany this Letter of Transmittal will be returned to the Unitholder at the address specified in Block C or held for pick-up if no address is indicated in Block C or a request is made to hold cheques for pick up in Block C.

As of the Effective Date, you will cease to be a Unitholder and will only be entitled to receive the Stapled Unit Consideration which you are entitled to receive under the Arrangement upon delivery of this Letter of Transmittal and all required documents to the Depositary. The undersigned acknowledges and agrees that under no circumstance will interest accrue or be paid on the Stapled Unit Consideration.

By reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned shall be deemed to have required that any contract evidenced by this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. En raison de l’usage d’une lettre d’envoi en langue anglaise par le soussigné, le soussigné et les destinataires sont présumés avoir requis que tout contrat attesté par cette lettre d’envoi, de même que tous les documents qui s’y rapportent, soient rédigés exclusivement en langue anglaise.

A. THE FOLLOWING ARE THE DETAILS OF THE ENCLOSED CERTIFICATE(S):

Certificate Number(s)	Name in Which Stapled Units are Registered	Number of Stapled Units
Total Number of Stapled Units		

Notes:

- (1) If space is insufficient, please attach a list to this Letter of Transmittal in the above form.
- (2) The total of the number of Stapled Units listed in the table above must equal the total number Stapled Units represented by certificates enclosed with this Letter of Transmittal.

B. ISSUE CHEQUE IN THE NAME OF:

Name

Street Address and Number

City and Province or State

Country and Postal (Zip) Code

Telephone – Business Hours

Social Insurance Number/Business Identification Number

C. DELIVERY INSTRUCTIONS

Send cheque to:

Name

Street Address and Number

City and Province or State

Country and Postal (Zip) Code

Telephone – Business Hours

OR

Hold cheque for pick-up

D. CANADIAN WITHHOLDING TAX

The following certifications assume that the Unitholder is either (i) the beneficial owner of the Transmitted Units (the “Beneficial Owner”) or (ii) holds the Transmitted Units on behalf of only one Beneficial Owner. **Unitholders holding Stapled Units on behalf of more than one Beneficial Owner should provide the certifications below by completing Schedule A of this Letter of Transmittal (see page 11).**

I. Tax Residency

All Unitholders must complete the following. See Instruction 8.

The undersigned certifies that the Beneficial Owner (please check one box only):

- is resident in Canada for purposes of the *Income Tax Act* (Canada) (the “Tax Act”)
- is not resident in Canada for purposes of the Tax Act

II. Non-Residents of Canada

Unitholders are only required to complete the following if the Beneficial Owner is not resident in Canada for purposes of the Tax Act. See Instruction 8.

Applicability of a Tax Convention

Non-resident withholding tax will apply to certain amounts paid in respect of Stapled Units beneficially owned by persons not resident in Canada for purposes of the Tax Act. Withholding tax will generally apply to that portion of the Stapled Unit Consideration which is deemed under the Tax Act to be interest at a rate of 25%. However, if the Beneficial Owner is entitled to the benefits of a tax convention entered into between Canada and the Beneficial Owner’s country of residence (a “Tax Convention”), the withholding tax rate may be reduced to less than 25%. To benefit from a Tax Convention, the Unitholder must properly complete and provide the documentation described below.

The undersigned certifies that (please check one box only):

- The Unitholder (a) is the Beneficial Owner of the Transmitted Units and (b) has completed and provided Canada Revenue Agency Form NR301 – Declaration of Eligibility for Benefits Under a Tax Treaty for a Non-Resident Taxpayer (a “Form NR301”)* which is included with this Letter of Transmittal;
- The Unitholder (a) is not the Beneficial Owner of the Transmitted Units and (b) has completed Schedule B of this Letter of Transmittal (see page 12) certifying that the Beneficial Owner is entitled to the benefits of a Tax Convention; or
- The Unitholder has not completed or provided Form NR 301 or Schedule B of this Letter of Transmittal. FAILURE TO PROVIDE THIS INFORMATION WILL RESULT IN THE APPLICATION OF A 25% WITHHOLDING TAX RATE.

*** Partnerships or Hybrid Entities must complete Form NR 302 or Form NR 303, as applicable.**

Date of Acquisition of Transmitted Units

The amount of non-resident withholding tax will depend on whether the Stapled Units were acquired on or after May 18, 2010. Please check one of the following boxes:

- The Unitholder hereby certifies that _____ of the Transmitted Units were acquired before May 18, 2010 (indicate in the blank space the number of the Transmitted Units listed in Block A that were required before May 18, 2010).
- The Unitholder is not providing information in respect of when the Transmitted Units listed in Block A were acquired. IF THIS INFORMATION IS NOT PROVIDED, IT WILL BE ASSUMED THAT ALL TRANSMITTED UNITS WERE ACQUIRED ON OR AFTER MAY 18, 2010 WHICH MAY RESULT IN ADDITIONAL NON-RESIDENT WITHHOLDING TAX.

E. U.S. FEDERAL INCOME TAX AND BACK-UP WITHHOLDING

Indicate whether you are a U.S. Holder (as defined below) or are acting on behalf of a U.S. Holder:

- The Unitholder is not a U.S. Holder and is not acting on behalf of a U.S. Holder
- The Unitholder is a U.S. Holder or is acting on behalf of a U.S. Holder

See Instruction 9 below for information with respect to the meaning of “U.S. Holder”. **If you are a U.S. Holder or are acting on behalf of a U.S. Holder then, in order to avoid to U.S. backup withholding, you must complete the Substitute Form W-9 on the following page or otherwise provide certification that you are exempt from backup withholding (as provided in Instruction 9)**

F. UNITHOLDER SIGNATURE

This box must be signed by the Unitholder exactly as his, her or its name appears in the document evidencing the Stapled Units held.

Name of Unitholder (Please print)

Signature of Unitholder or Authorized Signatory
(See Instruction 5)

Name and Capacity of Authorized Representative or Attorney
(If applicable)

Date

SIGNATURE GUARANTEED BY:

(If required under Instruction 2 or 4)

Authorized Signature

Name of Guarantor (Please print)

(stamp)

SUBSTITUTE FORM W-9

To be completed by U.S. Residents/Citizens only (See Instruction 9)

Under penalties of perjury, I certify that:

1. The social security or other taxpayer identification number stated below is my correct taxpayer identification number (or I am waiting for a number to be issued to me and have so indicated by writing "Applied For" in the space below for social security or taxpayer identification number)
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding or (b) I have not been notified by the United States Internal Revenue Service (the "IRS") that I am subject to backup withholding as a result of a failure to report interest or dividends or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because of under reporting interest or dividends on your tax return.

(Signature of Unitholder)

(Date)

(Social Security or taxpayer identification number)

NOTE: FAILURE TO COMPLETE THIS FORM OR TO PROVIDE THE DEPOSITARY WITH A SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER MAY RESULT IN PENALTIES IMPOSED BY THE IRS AND BACKUP WITHHOLDING OF 28% OF ANY CONSIDERATION SUBJECT TO TAX TO BE DELIVERED TO YOU PURSUANT TO THE ARRANGEMENT.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU WROTE "APPLIED FOR" IN THE SPACE FOR THE "SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER" ABOVE.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me and either: (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate IRS Centre or Social Security Administration Office; or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number within 60 days, 28% of all reportable consideration to be delivered to me thereafter may be withheld until I provide a number.

(Signature of Unitholder)

(Date)

INSTRUCTIONS

1. Use of the Letter of Transmittal

This Letter of Transmittal is for use by registered holders of Stapled Units only. A properly completed and duly executed Letter of Transmittal in the appropriate form (or a manually signed facsimile thereof) must be received by the Depositary, along with certificates representing the applicable Stapled Units and all other documents required by the Depositary, at the appropriate address set out on the back page of this Letter of Transmittal, in order to facilitate prompt delivery of a cheque in respect of the cash consideration payable in respect of such Stapled Units. The method used to deliver this Letter of Transmittal and the certificates in respect of the Stapled Units is at the option and risk of the Unitholder and delivery will be deemed effective only when such documents are actually received by the Depositary. The Company recommends that the necessary documentation be hand delivered to the Depositary, at the address set out on the back page of this Letter of Transmittal, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended.

Unitholders whose Stapled Units are registered in the name of an Intermediary should contact that Intermediary for assistance in depositing those Stapled Units.

The Plan of Arrangement provides that any certificate that formerly represented Stapled Units that is not deposited with all other documents required by the Plan of Arrangement on or prior to the day that is the sixth anniversary of the Effective Date shall cease to represent a claim or interest of any kind or nature against the Company or any member of the Purchaser Group including, without limitation, the right of the former holder of such Stapled Units to receive the cheque(s) representing the cash consideration to which such former holder is entitled.

2. Signatures

This Letter of Transmittal must be filled in and signed by the Unitholder or by the Unitholder's duly authorized representative (in accordance with Instruction 5).

- (a) If this Letter of Transmittal is signed by the registered holder(s) of the accompanying certificate(s), such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such deposited certificate(s) are owned of record by two or more joint owners, all such owners must sign the Letter of Transmittal.
- (b) If this Letter of Transmittal is signed by a person other than the registered holder(s) of the accompanying certificate(s) or if payment for the Transmitted Units is to be made in a name other than the registered holder(s):
 - (i) such deposited certificate(s) must be endorsed or be accompanied by appropriate stock transfer power of attorney duly and properly completed by the registered holder(s); and
 - (ii) the signature(s) on such endorsement or stock transfer power of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 4.

3. Defects or Irregularities

All questions as to the validity, form, eligibility (including timely receipt) and acceptance of Transmitted Units deposited pursuant to the Arrangement will be determined by the Purchaser in its sole discretion. Holders of Transmitted Units agree that such determination shall be final and binding. The Purchaser reserves the right, if it so elects, in its absolute discretion, to waive any defect or irregularity contained in the Letter of Transmittal received by the Depositary. There

shall be no duty or obligation of the Purchaser, the Depository, or any other person to give notice of any defects or irregularities of any deposit and no liability shall be incurred by any of them for failure to give any such notice. The Purchaser's interpretation of the terms and conditions of the Arrangement, the Circular and this Letter of Transmittal will be final and binding.

4. Guarantee of Signatures

If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Transmitted Units, or if the payment is to be made in a name other than the registered holder(s), or if the Arrangement is not completed and the Transmitted Units are to be returned to a person other than such registered holder(s), or sent to an address other than the address of the registered holder(s) as shown on the registers of the Company, such signature must be guaranteed by an Eligible Institution, or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

An "Eligible Institution" means a Canadian Schedule I chartered bank, a major trust company in Canada, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Industry Regulatory Organization of Canada (IIROC), members of the Financial Industry Regulatory Authority (FINRA) or banks and trust companies in the United States.

5. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal is executed by a person on behalf of an executor, administrator, trustee, guardian, corporation, partnership or association or is executed by any other person acting in a representative or fiduciary capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of such person's proof of appointment and authority to act. Either the Purchaser or the Depository, at their discretion, may require additional evidence of appointment or authority or additional documentation.

6. Miscellaneous

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Transmitted Units, additional certificate numbers and number of Transmitted Units may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Transmitted Units are registered in different names, however different (e.g., "**John Doe**" and "**J. Doe**"), a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be accepted.
- (d) Additional copies of the Circular and this Letter of Transmittal may be obtained from the Depository at the address set forth on the last page of this Letter of Transmittal.

7. Lost Certificates

If a certificate representing Stapled Units has been lost or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, to the Depository.

8. Tax Residency – Canadian Withholding Tax

Canadian Resident Unitholders

To ensure that non-resident withholding tax is not withheld in respect of Stapled Units beneficially owned by a person resident in Canada for purposes of the Tax Act (a "**Canadian Resident Beneficial Owner**"), the Unitholder must certify in Section I of Block D that the Canadian Resident Beneficial Owner is a resident of Canada. Canadian Resident

Beneficial Owners and Unitholders holding Transmitted Units on behalf of a Canadian Resident Beneficial Owner are only required to complete Section I of Block D.

Non-Resident Unitholders

Non-resident withholding tax will apply in respect of Stapled Units beneficially owned by a person who is not resident in Canada for purposes of the Tax Act (a “**Non-Resident Beneficial Owner**”). Non-Resident Beneficial Owners and Unitholders holding units on behalf of a Non-Resident Beneficial Owner are required to complete Sections I and II of Block D.

Applicability of a Tax Convention

Non-resident withholding tax will apply at a rate of 25% to the portion of the Stapled Unit Consideration which is deemed to be interest unless a Tax Convention is applicable to reduce the withholding tax rate. Non-Resident Beneficial Owners eligible for a reduced rate of withholding will be subject to withholding tax at 25% unless the information indicated in Section II of Block D is properly completed and provided along with the Letter of Transmittal.

If the Unitholder is the Beneficial Owner of the Transmitted Units, the Unitholder must complete Form NR301 (or, in the case of a partnership or hybrid entity, Forms NR302 and NR303, as applicable).

If the Unitholder is not the Beneficial Owner of the Transmitted Units, the Unitholder is required to complete the certification set out in Schedule B to this Letter of Transmittal (see page 12).

Unitholders who do not properly complete and provide Form NR301 (or, in the case of a partnership or hybrid entity, Form NR302 or NR303, as applicable) or Schedule B, will be assumed to be subject to 25% non-resident withholding tax rate.

Date of Acquisition of Stapled Units

As set out in the Circular, a portion of the Stapled Unit Consideration receivable by Non-Resident Beneficial Owners who acquired their Stapled Units on or after May 18, 2010 will be deemed to be additional interest which will be subject to non-resident withholding tax. All Non-Resident Beneficial Owners will be considered to be subject to this additional non-resident withholding tax except to the extent that the Unitholder certifies in Section II of Block D that all or a portion of the Transmitted Units were acquired before May 18, 2010.

9. U.S. Federal Income Tax and Back-Up Withholding

The following does not constitute a summary of the tax consequences of the Arrangement and Unitholders should consult with their own tax advisors regarding the tax consequences to the Arrangement as well as any elections that may be available to mitigate certain possible adverse U.S. tax consequences.

Each Unitholder who is a U.S. resident or citizen (a "U.S. Holder") is required to provide the Depository with a correct Taxpayer Identification Number ("TIN") on the Substitute Form W-9 which is provided above, and to certify whether such holder is subject to backup withholding of federal income tax. If a U.S. Holder has been notified by the IRS that such he, she or it is subject to backup withholding, such U.S. Holder must cross out Item 2 of the Substitute Form W-9, unless such U.S. Holder has since been notified by the IRS that he, she or it is no longer subject to backup withholding. Failure to provide the information in the Substitute Form W-9 may subject a U.S. Holder to penalties imposed by the IRS and 28% federal income tax withholding on any consideration subject to tax due to such U.S. Holder in connection with the Arrangement. If withholding results in an overpayment of taxes, a refund may be obtained by the holder from the IRS.

Exempt holders (including, among others, all corporations) are not subject to backup withholding requirements. To prevent possible erroneous backup withholding, an exempt holder must enter its correct TIN or Employer Identification Number in the Substitute Form W-9 and sign and date the form.

If a U.S. Holder has not been issued a TIN and has applied for one or intends to apply for one in the near future, such U.S. Holder should write "Applied For" in the space provided for the TIN in the Substitute Form W-9, and sign and date the Substitute Form W-9 and the Certificate of Awaiting Taxpayer Identification Number. If "Applied For" is written in the Substitute Form W-9 and the Depository is not provided with a TIN within 60 days, the Depository may withhold 28% of all consideration due to such holder in connection with the Arrangement until a TIN is provided to the Depository.

A U.S. HOLDER WHO FAILS TO PROPERLY COMPLETE THE SUBSTITUTE FORM W-9 SET OUT IN THIS LETTER OF TRANSMITTAL MAY BE SUBJECT TO PENALTIES IMPOSED BY THE IRS BACKUP WITHHOLDING OF 28% OF THE GROSS PROCEEDS OF ANY PAYMENTS OR TRANSFERS MADE TO SUCH HOLDER PURSUANT TO THE ARRANGEMENT. BACKUP WITHHOLDING IS NOT AN ADDITIONAL TAX. RATHER, THE TAX LIABILITY OF PERSONS SUBJECT TO BACKUP WITHHOLDING WILL BE REDUCED BY THE AMOUNT OF TAX WITHHELD. IF WITHHOLDING RESULTS IN AN OVERPAYMENT OF TAXES, A REFUND MAY BE OBTAINED BY FILING A TAX RETURN WITH THE IRS. THE DEPOSITARY CANNOT REFUND AMOUNTS WITHHELD BY REASON OF BACKUP WITHHOLDING.

TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, UNITHOLDERS ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES IN THIS LETTER OF TRANSMITTAL IS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON BY SUCH UNITHOLDERS, FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON SUCH UNITHOLDERS UNDER THE INTERNAL REVENUE CODE; (B) SUCH DISCUSSION IS BEING USED IN CONNECTION WITH THE PROMOTION OR MARKETING (WITHIN THE MEANING OF CIRCULAR 230) OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) EACH UNITHOLDER SHOULD SEEK ADVICE BASED ON ITS PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

10. Privacy

Valiant Trust Company is committed to protecting your personal information. In the course of providing services to you and our corporate clients, we receive non-public personal information about you - from transactions we perform for you, forms you send us, other communications we have with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. We use this to administer your account, to better serve your and our clients' needs and for other lawful purposes relating to our services. We have prepared a Privacy Code to tell you more about our information practices and how your privacy is protected. It is available at our website, www.valianttrust.com, or by writing us at Suite 310, 606 - 4th Street S.W. Calgary, AB T2P 1T1. Valiant Trust Company will use the information you are providing on this form in order to process your request and will treat your signature(s) on this form as your consent to the above.

11. Questions

If the Unitholder has any questions about the information in this Letter of Transmittal or requires assistance in completing this Letter of Transmittal, please contact the Depository whose contact information is on the back of this Letter of Transmittal.

Schedule A

TO BE COMPLETED BY UNITHOLDERS HOLDING UNITS ON BEHALF OF MORE THAN ONE BENEFICIAL OWNER

Country of Residence of Beneficial Owners of Transmitted Units	Number of Transmitted Units Held	Number of Transmitted Units Acquired Before May 18, 2010	Number of Transmitted Units Acquired On or After May 18, 2010	Withholding Tax Rate ¹
Canada		Not Applicable	Not Applicable	Not Applicable
United States				
Total (attach an additional schedule if more space is needed)				

By completing this Schedule A, the Unitholder hereby certifies that:

- (a) the Unitholder holds the number of Transmitted Units indicated above in the row entitled “Canada” on behalf of persons resident in Canada for purposes of the Tax Act;
- (b) with respect to Beneficial Owners not resident in Canada who are eligible for withholding tax rates of less than 25%, the Transmitted Units indicated above, registered in the Unitholder’s name, are held solely for the beneficial ownership of persons resident in the country indicated and eligible to claim tax treaty benefits under a tax treaty between Canada and the country indicated above which provides for a Canadian withholding tax rate as indicated above on interest, including deemed interest, paid or credited in respect of such property;
- (c) with respect to Transmitted Units identified in this Schedule A as having been acquired before May 18, 2010, the Unitholder holds the number of Transmitted Units so specified solely for the beneficial ownership of persons that acquired such Transmitted Units before May 18, 2010

By completing this Schedule A, the Unitholder undertakes to provide to the Purchaser and the Canada Revenue Agency, upon request, such information as may be necessary to substantiate the accuracy of the information contained herein, such as information substantiating the date of acquisition, Form NR301, NR302, or NR303, or the information requested in these forms received from the Beneficial Owners or payees.

This Schedule A will not be invalid if no number of Transmitted Units is specified in either the column entitled “Number of Transmitted Units Acquired Before May 18, 2010” or the column entitled “Number of Transmitted Units Acquired On or After May 18, 2010”. **If no number of Transmitted Units is specified in either of these columns, or if the date of acquisition of the number of Transmitted Units so specified cannot be substantiated to the satisfaction of the Purchaser, the Unitholder and each Beneficial Owner on behalf of whom the Unitholder holds Transmitted Units will be considered to have acquired all such Transmitted Units on or after May 18, 2010.**

¹ As the interest is being considered “participating interest”, the proper withholding tax rate for beneficial owners entitled to the benefits of the Canada-United States Tax Convention is 15%. Under most other Tax Conventions, the withholding tax rate is 10%.

Schedule B

TO BE COMPLETED BY UNITHOLDERS HOLDING UNITS ON BEHALF OF
NON-RESIDENT BENEFICIAL OWNERS

TO: TimberWest Forest Corp., British Columbia Investment Management Corporation, Public Sector Pension Investment Board, 7821751 Canada Inc., 7830327 Canada Inc. and Valiant Trust Company

RE: Stapled Units of TimberWest Forest Corp.

I/We, _____ (insert name of Unitholder), hereby certify that the Transmitted Units, which units are registered in my/our name, are held solely for the beneficial ownership of a person resident in _____ (insert country) and eligible to claim tax treaty benefits under a tax treaty between Canada and the country of residence which provides for a Canadian withholding tax rate of _____ %¹ on interest, including deemed interest, paid or credited in respect of such property.

I/We undertake to provide to the Canada Revenue Agency, upon request, such information as may be necessary to substantiate the accuracy of the information contained herein, such as Form NR301, NR302, or NR303, or the information requested in these forms received from the beneficial owners or payees.

Dated, _____, 2011.

(Signature of Unitholder or authorized signatory)

¹ As the interest is being considered “participating interest”, the proper withholding tax rate for beneficial owners entitled to the benefits of the Canada-United States Tax Convention is 15%. Under most other Tax Conventions, the withholding tax rate is 10%.

The Depositary for the Arrangement is:

VALIANT TRUST COMPANY

The office of the Depositary is:

By Mail, Hand or Courier

Valiant Trust Company
600 – 750 Cambie Street
Vancouver, British Columbia
V6B 0A2
Attention: Reorganization Department

Inquiries

Telephone: (604) 699-4965
Toll Free: 1-866-313-1872
E-Mail: inquiries@valianttrust.com

Any questions and requests for assistance may be directed by
Unitholders to the Depositary at the telephone number
and locations set out above.



DECLARATION OF ELIGIBILITY FOR BENEFITS UNDER A TAX TREATY FOR A NON-RESIDENT TAXPAYER

(NOTE: Partnerships should use Form NR302 and hybrid entities should use Form NR303)

Use this form if you are a non-resident taxpayer resident in a country that Canada has a tax treaty with and you are eligible to receive the reduced rate of tax or exemption provided by the treaty on all or certain income and you:

- receive income subject to Part XIII withholding tax, such as investment income, pension, annuities, royalties, and estate or trust income, and the withholding tax rate is reduced by the tax treaty, or
- are completing forms T2062, *Request by a Non-Resident of Canada for a Certificate of Compliance Related to the Disposition of Taxable Canadian Property* or T2062A, *Request by a Non-Resident of Canada for a Certificate of Compliance Related to the Disposition of Canadian Resource or Timber Resource Property, Canadian Real Property (Other Than Capital Property), or Depreciable Taxable Canadian Property* to request a certificate of compliance for the disposition of treaty protected property, or
- derive income of any kind through a partnership or hybrid entity and it asks you to complete form NR301 to support a declaration by the partnership or hybrid entity.

See reverse side of this form for more information.

1. Legal name of non-resident taxpayer (for individuals: first name, last name)			
2. Mailing address: Apt no. – street no., street name and city			State, province or territory
Postal or zip code	Country	3. Foreign tax identification number	
4. Recipient type and Canadian tax number if you have one			
<input type="checkbox"/> Individual Enter your social insurance number or individual tax number: -		<input type="checkbox"/> Corporation Enter the corporation's business number: R C	
		<input type="checkbox"/> Trust Enter the trust's account number: T - -	
5. Country of residence for treaty purposes			
6. Type of income for which the non-resident taxpayer is making this declaration			
<input type="checkbox"/> Interest, dividends, and/or royalties <input type="checkbox"/> Trust income <input type="checkbox"/> Other – specify income type: _____			
7. Certification and undertaking			
<ul style="list-style-type: none"> • I certify that the information given on this form is correct and complete. • I certify that the non-resident taxpayer is the beneficial owner of all income to which this form relates. • I certify that to the best of my knowledge and based on the factual circumstances the non-resident taxpayer is entitled to the benefits of the tax treaty between Canada and the country indicated in section 5, on the income listed in section 6. • I undertake to immediately notify the payer, or partnership or hybrid entity through which I derive income, as the case may be, and to whom I am submitting this form, of any changes to the information provided on this form. 			
Signature of non-resident taxpayer or authorized person		Name of authorized person (print)	
		Position/title of authorized person	
		Date (YYYY/MM/DD)	

Expiry date – For Part XIII tax withholding purposes, this declaration expires when there is a change in the taxpayer's eligibility for treaty benefits or three years from the end of the calendar year in which this form is signed and dated, whichever is earlier.

DECLARATION OF ELIGIBILITY FOR BENEFITS UNDER A TAX TREATY FOR A NON-RESIDENT TAXPAYER

Do not use this form:

- To support exemptions from tax under Article XXI of the Canada – U.S. tax treaty. You must apply to the CRA for a Letter of Exemption. Refer to guide T4016, *Exempt U.S. Organizations – Under Article XXI of the Canada – United States Tax Convention*.
- To support exemptions under a tax treaty that does not tax pension income if the total amount received from all payers is less than a certain threshold amount, or in other situations where form NR5, *Application by a Non-Resident of Canada for a Reduction in the Amount of Non-Resident Tax Required to be Withheld*, is applicable. See guide T4061, NR4 – *Non-Resident Tax Withholding, Remitting, and Reporting for more information on pension exemptions*. In these cases, you have to file form NR5 to receive a letter authorizing a reduction in withholding tax on pension income.
- Do not complete this form to support exemptions from Part XIII withholding tax that are provided for in the *Income Tax Act*, such as fully exempt interest as defined in subsection 212(3); to support arm's length interest payments that are not captured by paragraph 212(1)(b); or to support reductions of the Part XIII withholding tax on rental income when the non-resident makes an election under Section 216. In these circumstances, you do not complete this form, since the exemption or reduction is in the *Income Tax Act* rather than in one of Canada's tax treaties.

Business Profits and Disposition Gains

For exemptions pertaining to services provided in Canada, including those provided by artists and athletes who are exempt from tax under a tax treaty, see Rendering services in Canada at www.cra-arc.gc.ca/tx/nnrdsnts/cmmn/rndr/menu-eng.html or Film Advisory Services at www.cra-arc.gc.ca/tx/nnrdsnts/flm/menu-eng.html. These pages contain links to information for non-residents, including how to apply for a waiver of withholding tax. You may need to attach Form NR302 or NR303 to an application for a waiver in certain circumstances, such as when the applicant for the waiver is a partnership or hybrid entity. The payer of income for services provided in Canada must withhold tax on these payments unless the non-resident provides the payer with a copy of a tax waiver or reduction issued by the CRA for those services.

For exemptions pertaining to dispositions of taxable Canadian property, see Disposing of or acquiring certain Canadian property at www.cra-arc.gc.ca/nrdpositions/. Vendors and purchasers will find information on filing forms T2062, T2062A, and T2062C on this page. Generally, the purchaser of taxable Canadian property has to withhold tax on the purchase price unless the vendor receives a Certificate of Compliance from the CRA, or other rules apply.

Information and instructions for the non-resident taxpayer

Part XIII tax

Part XIII tax is a withholding tax imposed on certain amounts paid or credited to non-residents of Canada. For information about specific types of income that are subject to Part XIII tax, see Information Circular IC77-16R4, *Non-Resident Income Tax*. Subject to certain exceptions specified in the law, the rate of Part XIII tax is generally 25%. However, an income tax treaty between Canada and another country may provide for complete exemption from Part XIII tax or may reduce its rate.

It is the payer's responsibility to withhold and remit Part XIII tax at the appropriate rate and the payer is liable for any deficiency. For this reason, the payer may request a completed form NR301 or equivalent information before applying a reduced rate of withholding tax. Without form NR301, the payer may not be satisfied of your entitlement to treaty benefits for the application of less than the full 25% Part XIII tax rate.

Foreign tax identification number

Enter the tax identification number that you use in your country of residence, if you have one. For individuals who are resident in the United States, this is your social security number.

Recipient type and Canadian tax number

Tick the appropriate type of non-resident taxpayer and provide a Canadian tax number, if you have one.

Foreign partnerships should use Form NR302, *Declaration of Eligibility for Benefits under a Tax Treaty for a Partnership with Non-Resident Partners* if they are taxed on their worldwide income under the laws of a foreign country on a flow-through basis. A foreign partnership that elects to be taxed as a corporation on its worldwide income under the laws of a foreign country completes Form NR301 to claim benefits that the corporation itself is entitled to, or form NR302 to claim benefits that the partners are entitled to, whichever is more beneficial.

Hybrid entities (see "Amounts derived through hybrid entities" below) should use Form NR303, *Declaration of Eligibility for Benefits under a Tax Treaty for a Hybrid Entity* if they are considered "fiscally transparent" by a country that Canada has a tax treaty with and that treaty contemplates extending treaty benefits for income derived through the entity to the residents of that country who have an interest in the entity (e.g., see paragraph 6 of Article IV of the Canada – U.S. tax treaty). A foreign entity that is taxed as a corporation on its worldwide income under the laws of the foreign country completes form NR301.

Country of residence

Indicate your country of residence. You must be a resident of the country as defined in the tax treaty between Canada and that country. For more information, consult the publication *Income Tax Technical News No. 35* at www.cra-arc.gc.ca/E/pub/tp/itnews-35/, published February 26, 2007.

Type of income

Enter the types of income being paid for which you are eligible for tax treaty benefits (such as an exemption from tax in Canada or a reduced withholding tax rate).

Note: Income, including interest and dividend income, paid by a trust (other than a deemed dividend paid by a SIFT trust to which subsection 104(16) applies) to a non-resident is considered "trust income" under the *Income Tax Act* and Canada's tax treaties.

Some tax treaties only reduce the Part XIII withholding tax on specific income types, such as interest or trust income, if the amount is taxable in the non-resident taxpayer's country of residence. To check if this applies to the income you receive, visit the Department of Finance Web site at www.fin.gc.ca/treaties-conventions/treatystatus_-eng.asp, or try the Non-Resident Tax Calculator at www.cra-arc.gc.ca/partxiii-calculator/. For example, the Canada – United Kingdom tax treaty contains such a provision in paragraph 2 of Article 27.

Limitation on benefits

Limitation on benefits provisions prevent the unintended use of treaties by residents of a third country. Tax treaty benefits will be denied if any applicable limitation on benefits provision is not satisfied.

For example, Article XXIX-A of the Canada – U.S. tax treaty generally restricts full treaty benefits to "qualifying persons" as defined in that article. U.S. resident individuals are "qualifying persons." Corporations, trusts, and other organizations resident in the United States should consult the tax treaty article to determine if they meet the criteria. The document CRA Guidelines for Taxpayers Requesting Treaty Benefits Pursuant to Paragraph 6 of Article XXIX A of the Canada – U.S. Tax Convention at www.cra-arc.gc.ca/tx/nnrstdnts/rctcl29-eng.html, provides the Canada – U.S. tax treaty in Appendix II and information for those who do not meet the criteria.

Certification and undertaking

This area should be completed and signed by:

- the non-resident taxpayer in the case of an individual;
- an authorized officer in the case of a corporation;
- the trustee, executor, or administrator if the person filing the form is a trust;
- an authorized partner in the case of a partnership.

A non-resident who does not satisfy the requirements of the limitation on benefits provisions, if any, contained in the tax treaty will not be entitled to all the benefits of the tax treaty. By signing this form you are certifying that the non-resident is entitled to a reduced rate of tax under a tax treaty.

During an audit or review, or while processing a related request, the CRA may ask you for more information to substantiate the tax treaty benefit you claimed.

Change in circumstances

If a change in circumstances makes any information on the form incorrect, notify the payer immediately and complete a new form.

Agents and nominees

If you are an agent or nominee providing financial intermediary services as a part of a business, you should collect form NR301, NR302, or NR303 or equivalent information from the beneficial owner. See the instructions in subparagraph 5(a) of Information Circular IC76-12R6, *Applicable rate of part XIII tax on amounts paid or credited to persons in countries with which Canada has a tax convention*, for the suggested format to use for submitting the information to the Canadian payer or withholding agent.

Amounts derived through hybrid entities

A hybrid entity is in general a foreign entity (other than a partnership) whose income is taxed at the beneficiary, member, or participant level. For example, the United States resident members/owners of a Limited Liability Company (that is treated as a fiscally transparent entity under U.S. tax laws) may be entitled to treaty benefits if all the conditions in paragraph 6 of Article IV of the Canada – U.S. treaty are met. Under paragraph 6, an amount of income, profit or gain is considered to be derived by a resident of the United States if 1) the amount is derived by that person through an entity (other than an entity that is a resident of Canada, and 2) by reason of that entity being considered fiscally transparent under U.S. tax laws, the treatment of the amount under U.S. tax laws is the same as its treatment would be if that amount had been derived directly by that person. Paragraph 7 of Article IV contains additional restrictions on this look-through provision. Entities that are subject to tax, but whose tax may be relieved under an integrated system, are not considered hybrid entities.

Where do I send this form?

Depending on your circumstances, send this form to one of the three areas noted below.

- If you receive income subject to Part XIII tax (directly from a Canadian payer), send this form to your Canadian payer, to reduce the Part XIII withholding tax on income being paid or credited to you.
- If you derive income through a partnership or hybrid entity, and that partnership or hybrid entity asked you to complete form NR301, send it to that partnership or hybrid entity.
- If requesting a certificate of compliance for the disposition of treaty protected property, send this form, along with forms T2062 or T2062A, to the CRA according to the instructions on those forms.

Instructions for payers

To determine the appropriate reduced rate of withholding, refer to the relevant Canadian tax treaty on the Department of Finance Web site at www.fin.gc.ca/treaties-conventions/treatystatus_-eng.asp, or try the Non-Resident Tax Calculator at www.cra-arc.gc.ca/partxiii-calculator/.

Do not apply a reduced rate of withholding in the following circumstances:

- the non-resident taxpayer has not provided form NR301 or equivalent information and you are not sure if the reduced rate applies;
- the form is incomplete (but see note below);
- a tax treaty is not in effect with the taxpayer's country of residence; or
- you have reason to believe that the information provided in this declaration is incorrect or misleading.

Note: The foreign and Canadian tax number fields may be blank because not all non-residents will have these tax numbers.

Expiry date

For Part XIII tax withholding purposes, this declaration expires when there is a change in the taxpayer's eligibility for the declared treaty benefits or three years from the end of the calendar year in which the form is signed and dated, whichever is earlier. For example, if the taxpayer's mailing address has changed to a different country, you should ask the taxpayer for a revised form NR301.

If you need more information, see Part XIII Withholding Tax at www.cra-arc.gc.ca/tx/nnrstdnts/pyr/prtxiii/wthldng/menu-eng.html and select Beneficial Ownership or Rates for Part XIII Tax.