UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **AUGUST 31, 2019**

Or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition period from _________ to _________________

Commission File Number: 000-19954

JEWETT-CAMERON TRADING COMPANY LTD.

(Name of registrant as specified in its charter)

British Columbia, Canada
(State or Incorporation or Organization)

N/A
(IRS Employer ID No.)

32275 NW Hillcrest, North Plains, Oregon, USA 97133
(Address of principal executive offices)

Registrant's Telephone Number 503-647-0110

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, no par value	JCTCF	NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act
☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
☒ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.
☐

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, or a non-accelerated filer.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller Reporting Company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.
☒ Yes ☐ No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
☐ Yes ☒ No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter:
February 28, 2019 = $18,705,499

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of November 13, 2019: 3,971,282

Jewett-Cameron Trading Company Ltd.

Form 10-K Annual Report

Fiscal Year Ended August 31, 2019

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PART I

ITEM 1. BUSINESS

Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words like “plans”, “expects”, “aims”, “believes”, “projects”, “anticipates”, “intends”, “estimates”, “will”, “should”, “could” and similar expressions in connection with any discussion, expectation, or projection of future operating or financial performance, events or trends. Forward-looking statements are based on management's current expectations and assumptions, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may differ materially from these expectations and assumptions due to changes in global political, economic, business, competitive, market, regulatory and other factors. We undertake no obligation to publicly update or review any forward-looking information, whether as a result of new information, future developments or otherwise.

These factors include, but are not limited to the fact that the Company is in a highly competitive business and may seek additional financing to expand its business, and are set forth in more detail elsewhere in this Annual Report, including in the sections, ITEM 1A, “Risk Factors”, and ITEM 7, “Management's Discussion and Analysis of Financial Condition and Results of Operations”.

Introduction

Jewett-Cameron Trading Company Ltd. is organized under the laws of British Columbia, Canada. In this Annual Report, the “Company”, “we”, “our” and “us” refer to Jewett-Cameron Trading Company Ltd. and its subsidiaries.

The Company’s operations are classified into four reportable segments which were determined based on the nature of the products offered along with the markets being served. The segments are as follows:

- Industrial wood products
- Lawn, garden, pet and other
- Seed processing and sales
- Industrial tools and clamps

Effective September 1, 2013, the Company reorganized certain of its subsidiaries. Jewett-Cameron Lumber Corporation (“JCLC”) was changed to JC USA Inc. (“JC USA”), which has the following four wholly-owned subsidiaries.

The industrial wood products segment reflects the business conducted by Greenwood Products, Inc. (“Greenwood”). Greenwood is a processor and distributor of industrial wood products. A major product category is treated plywood that is sold to the transportation industry.

The lawn, garden, pet and other segment reflects the business of the newly incorporated Jewett-Cameron Company (“JCC”). JCC is a wholesaler of wood products and a manufacturer and distributor of specialty metal products formerly conducted by JCLC. Wood products include fencing and landscape timbers, while metal products include dog kennels, proprietary gate support systems, perimeter fencing, and greenhouses. JCC uses contract manufacturers to make the specialty metal products. Some of the products that JCC distributes flow through the Company’s distribution center located in North Plains, Oregon, and some are shipped direct to the customer from the manufacturer. Primary customers are home centers, eCommerce providers, and other retailers.

The seed processing and sales segment reflects the business of Jewett-Cameron Seed Company (“JCSC”). JCSC processes and distributes agricultural seed. Most of this segment’s sales come from selling seed to distributors with a lesser amount of sales derived from cleaning seed.

The industrial tools and clamps segment reflects the business of MSI-PRO (“MSI”). MSI imports and distributes products including pneumatic air tools, industrial clamps, and saw blades. These products are primarily sold to retailers that in turn sell to contractors and end users.

JC USA provides professional and administrative services, including accounting and credit services, to each of its wholly-owned subsidiary companies.

Total Company sales were approximately $45.4 million and $53.9 million during fiscal years ended August 31, 2019 and 2018, respectively.

The Company's principal office is located at 32275 NW Hillcrest Street, North Plains, Oregon; and the Company's website address is www.jewettcameron.com. Mail is not delivered to the street address. The Company's primary mailing address is P.O. Box 1010, North Plains, OR 97133. The Company's phone number is (503) 647-0110, and the fax number is (503) 647-2272.

The Company files reports and other information with the Securities and Exchange Commission located at 100 F. Street NE, Washington, D.C. 20549. Copies of these filings may be accessed through their website at www.sec.gov. Reports are also filed under Canadian regulatory requirements on SEDAR, and these reports may be accessed at www.sedar.com.

The contact person for the Company is Charles Hopewell, President, Chief Executive Officer, Director, Board Chair, and Principal Financial Officer.

The Company's authorized capital includes 21,567,564 common shares without par value; and 10,000,000 preferred shares without par value. As of August 31, 2019 and November 13, 2019, there were 3,971,282 common shares outstanding. The Company's common shares are listed on the NASDAQ Capital Market in the United States with the symbol "JCTCF".

The Company's fiscal year ends on August 31st.

General Development of Business

Incorporation and Subsidiaries

Jewett-Cameron Trading Company Ltd. was incorporated under the Company Act of British Columbia on July 8, 1987 as a holding company for Jewett-Cameron Lumber Corporation ("JCLC"), which was incorporated in September 1953. Jewett-Cameron Trading Company, Ltd. acquired all the shares of JCLC through a stock-for-stock exchange on July 13, 1987, and at that time JCLC became a wholly owned subsidiary. Effective September 1, 2013, the Company completed a reorganization of certain of its subsidiaries and JCLC's name was changed to JC USA Inc. ("JC USA"). JC USA has the following wholly owned subsidiaries. MSI-PRO Co. ("MSI"), incorporated in April 1996, Jewett-Cameron Seed Company, ("JCSC"), incorporated in October 2000, Greenwood Products, Inc. ("Greenwood"), incorporated in February 2002, and Jewett-Cameron Company ("JCC") incorporated in September 2013. Jewett-Cameron Trading Company, Ltd. and its subsidiaries have no significant assets in Canada.

Corporate Development

Incorporated in 1953, JC USA operated as a small lumber wholesaler based in Portland, Oregon. In September 1984, the original stockholders sold their interest in the corporation to a new group of investors. Two members of that group remained active in the Company. These individuals are Donald Boone, who passed away in May, 2019, and who was the previous Chairman and Director and the former President, Chief Executive Officer, Treasurer, and Principal Financial Officer, transitioning to strictly the Board Chair in 2017; and Michael Nasser, who remains active in the business and is both a Director and the Corporate Secretary.

In July 1987, the Company acquired JC USA in what was not an arms-length transaction.

In early 1986, prior to JC USA being acquired by the Company, JC USA acquired Material Supply International ("Material Supply"). Material Supply was engaged in the importation and distribution of pneumatic air tools and industrial clamps. The product line was re-branded as "MSI-PRO" and MSI was incorporated in 1996 to carry-on the business of Material Supply.

In October 2000, JCSC was incorporated in anticipation of JC USA acquiring the business and certain assets of a firm called Agrobiotech Inc. JCSC operates as a seed storage, processing and sales business.

In February 2002, Greenwood was incorporated in anticipation of JC USA acquiring the business and certain assets of Greenwood Forest Products Inc. Greenwood is involved in the processing and distribution of specialty wood products.

In June 2012, the Company acquired land and fixed assets located in Manning, Oregon for $250,000 cash. The property was sold in an arms-length transaction in the second quarter of fiscal 2019 for $325,000 cash.

In May 2019 Chairman and Co-Founder of the Company Donald M. Boone passed away. Mr. Boone served as President and CEO from 1984 until 2017 when he voluntarily retired from his officer positions and oversaw the addition and successful integration of new management and directors.

In September 2019 the Board of Directors decided to permanently close the Company's MSI-Pro division. Recent efforts to drive further sales and margin growth were unsuccessful due to a lack of market differentiation and changing customer patterns. The remaining inventory will be liquidated, and the personnel will be moved into different positions with the Company.

Narrative Description of Business

The Company's operations are classified into four segments. Sales, income before taxes, assets, depreciation and amortization, capital expenditures, and interest expense by segment are shown in the footnotes to the financial statements.

Lawn, Garden, Pet and Other – JCC

The lawn, garden, pet and other segment reflects the business of Jewett-Cameron Company (JCC), which is a manufacturer and distributor of specialty metal products and a wholesaler of wood products formerly conducted by JCLC.

JCC operates out of a 5.6 acre owned facility located in North Plains, Oregon that includes an office, a warehouse, and a paved yard. This business is a wholesaler of wood products and a manufacturer and distributor of specialty metal products. Wood products are primarily fencing, while metal products include an array of pet enclosures, kennels, and pet welfare and comfort products, proprietary gate support systems, perimeter fencing, greenhouses, canopies and umbrellas. Examples of the Company's brands include Lucky Dog, Animal House and AKC (used under license from the American Kennel Club) for pet enclosures and kennels; Adjust-A-Gate, Fit-Right, Perimeter Patrol, and Lifetime Post for gates and fencing; Early Start, Spring Gardner, and Weatherguard for greenhouses; and TrueShade for patio umbrellas, furniture covers and canopies. JCC uses contract manufacturers to make the specialty metal products. Some of the products that JCC distributes flow through the Company's facility in North Plains, Oregon, and some are shipped direct to the customer from the manufacturer. Primary customers are home centers, eCommerce partners, and other retailers.

The home improvement business is seasonal, with higher levels of sales occurring between February and August. Inventory buildup occurs until the start of the season in February and then gradually declines to seasonal low levels at the end of the summer.

JCC has concentrated on building a customer base for lawn, garden, and pet related products. Management believes this market is less sensitive to downturns in the U.S. economy than is the market for new home construction as its products serve both new and existing home and pet owners.

The wood products that JCC distributes are not unique and are available from multiple suppliers. However, the metal products that JCC manufactures and distributes may be somewhat differentiated from similar products available from other suppliers. The company has been successful garnering key patents and trademarks on multiple products that assist their ability to continue to differentiate based on design and functionality.

JCC owns the patents and manufacturing rights connected with the Adjust-A-Gate and Fit-Right products, which are the gate support systems for wood, vinyl, chain link, and composite fences. Management believes the ownership of these patents results in an important competitive advantage for these and certain other products. During fiscal 2018, the Company applied for zero new patents (fiscal 2018 – 2), while 1 other patent was granted (fiscal 2018 – 3). One of the patents granted in 2018 was an update of the Adjust-a-Gate, which will extend the protection on the Adjust-a-Gate products for an additional 15 years. In addition to the patents, JCC also has two licensing agreements to market pet products.

Backlog orders are a factor in this business as customers may place firm priced orders for both wood and metal products for shipments to take place three to four months in the future.

Industrial Wood Products - Greenwood

Greenwood is a wholesale distributor of a variety of specialty wood products. Operations are co-located in the building utilized by JCC and MSI.

Historically, a major product category has been treated plywood that is sold to the transportation industry. In February 2014, the Company sold its remaining and excess inventory related to the marine industry. Greenwood's total sales for fiscal 2019 and 2018 were 9% and 8% respectively of total Company sales.

The primary market~~s~~ in which Greenwood competes has decreased in economic sensitivity as users are incorporating products into the municipal and mass transit transportations sectors.

Inventory is maintained at non-owned warehouse and wood treating facilities throughout the United States and is primarily shipped to customers on a just-in-time basis. Inventory is generally not purchased on a speculative basis in anticipation of price changes.

Greenwood has no significant backlog of orders.

Seed Processing and Sales - JCSC

JCSC operates out of an approximately 12 acre owned facility located adjacent to North Plains, Oregon. JCSC processes and distributes agricultural seed. Most of this segment's sales come from selling seed to distributors with a lesser amount of sales derived from cleaning seed. Sales of seed has some seasonality, but it most affected by weather patterns in multiple parts of the United States that also affect cyclical planting. The annual weather plays an important part in year-to-year sales volatility. However, profitability around the month of August may be unusually high based on a seasonal surge in cleaning sales, which are much more profitable than product sales.

JCSC has no backlog of sales orders.

Industrial Tools and Clamps - MSI

This business operates from the same owned facilities as JCC. MSI imports and distributes products including pneumatic air tools, industrial clamps, and saw blades. These products are primarily sold to wholesalers that in turn sell to contractors and end users. Sales of these products tend to be relatively uniform throughout the year.

MSI's product line was expanded in 2007 to include saw blades, digital calipers, and laser guides. MSI brands include MSI-Pro, Avenger, and ProMax.

In September 2019, the Board of Directors decided to permanently close the MSI division.

Tariffs

The Company's metal products are manufactured in China and are imported into the United States. The Office of the United States Trade Representative ("USTR") instituted new tariffs on the importation of a number of products into the United States from China effective September 24, 2018. These new tariffs are a response to what the USTR considers to be certain unfair trade practices by China. The tariffs began at 10%, and subsequently were increased to 25% as of May 10, 2019. A number of the Company's products manufactured in China have been subject to duties of 25% when imported into the United States.

The company was notified in September 2019 that products that it had imported would be excepted from tariff treatment moving forward. This exception applies to most of the products the company imports.

Customer Concentration

The top ten customers were responsible for 77% and 85% of total Company sales for the years ended August 31, 2019 and August 31, 2018, respectively. Also, the Company's single largest customer was responsible for 33% and 38% of total Company sales for the years ended August 31, 2019 and August 31, 2018 respectively.

Employees

As of August 31, 2019 the Company had 58 full-time employees (August 31, 2018 – 57 full-time employees). By segment these employees were located as follows: Greenwood 1, JCC 30, JCSC 8, MSI 2, and JC USA 17. None of these employees are represented by unions at the Company. Jewett-Cameron Trading Company Ltd. has no direct employees, and the CEO of the Company is employed by JC USA.

ITEM 1A. RISK FACTORS

Investors should carefully consider the following risk factors and all other information contained in this Annual Report. There is a great deal of risk involved. Any of the following risks could affect our business, its financial condition, its potential profits or losses, and could result in you losing your entire investment if our business became insolvent. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties, including those not presently known to us or that we currently deem immaterial, also may result in decreased revenues, increased expenses or other events which could result in a decline in the price of our common stock.

Risks Related to Our Common Stock

We may decide to acquire assets or enter into business combinations, which could be paid for, either wholly or partially with our common stock and if we decide to do this our current shareholders would experience dilution in their percentage of ownership.

Our Articles of Incorporation give our Board of Directors the right to enter into any contract without the approval of our shareholders. Therefore, our management could decide to make an investment (buy shares, loan money, etc.) without shareholder approval. If we acquire an asset or enter into a business combination, this could include exchanging a large amount of our common stock, which could dilute the ownership interest of present stockholders.

Future stock distributions could be structured in such a way as to be 1) diluting to our current shareholders or 2) could cause a change in control to new investors.

If we raise additional funds by selling more of our stock, the new stock may have rights, preferences or privileges senior to those of the rights of our existing stock. If common stock is issued in return for additional funds, the price per share could be lower than that paid by our current stockholders. The result of this would be a lessening of each present stockholder's relative percentage interest in our company.

The Company's common shares currently trade within the NASDAQ Capital Market in the United States. The common shares also formerly traded on the Toronto Stock Exchange in Canada until the Company voluntarily delisted from the Toronto Stock Exchange on October 11, 2012. The average daily trading volume of our common stock was approximately 5,275 shares on NASDAQ for the fiscal year ended August 31, 2019. With this limited trading volume, investors could find it difficult to purchase or sell our common stock.

Risks Related to Our Business

We could experience a decrease in the demand for our products resulting in lower sales volumes.

In the past we have at times experienced decreasing products sales with certain customers. The reasons for this can be generally attributed to: increased competition; general economic conditions; demand for products; and consumer interest rates. If economic conditions deteriorate or if consumer preferences change, we could experience a significant decrease in profitability.

If our top customers were lost, we could experience lower sales volumes.

For the fiscal year ended August 31, 2019 our top ten customers represented 77% of our total sales, and our single largest customer was responsible for 33% of our total sales. We would experience a significant decrease in sales and profitability and would have to cut back our operations, if these customers were lost and could not be replaced. Our top ten customers are located in North America, and are primarily in the retail home improvement industries.

We could experience delays in the delivery of our products to our customers causing us to lose business.

We purchase our products from other vendors and a delay in shipment from these vendors to us could cause significant delays in our delivery to our customers. This could result in a decrease in sales orders to us and we would experience a loss in profitability.

Governmental actions, such as tariffs, and/or foreign policy actions could adversely and unexpectedly impact our business.

Since the bulk of our products are supplied from other countries, political actions by either our trading country or our own domestic policy could impact both availability and cost of our products. Currently, we see this in regard to tariffs being levied on foreign sourced products entering into the United States, including from China. The continuing tariffs by the United States on certain Chinese goods include some of our products which we purchase from suppliers in China. The company has multiple options to assist in mitigating the cost impacts of these government actions. However, we cannot control the duration or depth of such actions which may increase our product costs which would reduce our margins and potentially decrease the competitiveness of our products. These actions could have a negative effect on our business, results of operations, or financial condition.

We could lose our credit agreement and could result in our not being able to pay our creditors.

We have a line of credit with U.S. Bank in the amount of $3 million, of which $3 million is available. We are currently in compliance with the requirements of our existing line of credit. If we lost this credit it could become impossible to pay some of our creditors on a timely basis.

Our information technology systems are susceptible to certain risks, including cyber security breaches, which could adversely impact our operations and financial condition.

Our operations involve information technology systems that process, transmit and store information about our suppliers, customers, employees, and financial information. These systems face threats including telecommunication failures, natural disasters, and cyber security threats, including computer viruses, unauthorized access to our systems, and other security issues. While we have taken aggressive steps to implement security measures to protect our systems and initiated an ongoing training program to addresses many of the primary causes of cyber threat with all our employees, such threats change and morph almost daily. There is no guarantee our actions will secure our information systems against all threats and vulnerabilities. The compromise or failure of our information systems could have a negative effect on our business, results of operations, or financial condition.

If we fail to maintain an effective system of internal controls, we may not be able to detect fraud or report our financial results accurately, which could harm our business and we could be subject to regulatory scrutiny.

We have completed a management assessment of internal controls as prescribed by Section 404 of the Sarbanes-Oxley Act, which we were required to do in connection with our year ended August 31, 2019. Based on this process we did not identify any material weaknesses. Although we believe our internal controls are operating effectively, we cannot guarantee that in the future we will not identify any material weaknesses in connection with this ongoing process.

ITEM 1B. UNRESOLVED STAFF COMMENTS

--- No Disclosure Necessary ---

ITEM 2. PROPERTIES

The Company's executive offices are located at 32275 NW Hillcrest Street, North Plains, OR 97133. The 5.6 acre facility, which is owned, consists of 55,250 square feet of covered space (6,000 office and 49,250 warehouse), a little over three acres of paved yard space, and was originally completed in October 1995. A 12,000 square foot warehouse expansion was completed in fiscal 2017 which the Company is using for several new product lines. The facility provides office space for JC USA, including all of the Company's executive offices, and is used as a distribution center to service the Company's customer base for JCC, Greenwood and MSI.

The property associated with JCSC, which is owned, consists of 11.7 acres of land, 105,000 square feet of buildings, rolling stock, and equipment. It is currently used for seed processing and storage. It is located at 31345 NW Beach Road, Hillsboro, OR 97124, which is adjacent to North Plains, OR. During fiscal 2010, the Company purchased a 2,000 square foot building that previously housed a seed testing lab located at 31895 NW Hillcrest Street, North Plains, OR 97133. The Company formerly leased the property for $729 per month until the expiration of the lease on January 4, 2010. At that time, the Company exercised its option to buy the land and building for a total cost of $150,946.

In June 2012, the Company acquired land and fixed assets located in Manning, Oregon for $250,000 cash. The land consists of 7.5 acres and the fixed assets included 12,000 square feet of buildings. During the second quarter of fiscal 2019, the Company sold the property for $325,000 cash.

The company is currently acquiring bids to expand within current building spaces as office and employee growth has exceeded existing capacity. It is likely this expansion will be launched in early calendar 2020.

ITEM 3. LEGAL PROCEEDINGS

The Company is a named party in a Civil Action in Pennsylvania. The matter is an action seeking compensation for personal injuries and is based on theories of product liability as to Jewett-Cameron. The matter arises out of a dog allegedly escaping from a Jewett-Cameron kennel product and causing personal injuries to three individuals. Jewett-Cameron is currently one of three named Defendants. As of this date, no formal responses have been made and no dates have been established governing the litigation proceedings. This matter is in its early stages making it speculative to predict as to its outcome. It is the Company's intention to vigorously defend the lawsuit. Jewett Cameron's applicable liability insurer is providing a defense covering Jewett-Cameron's legal fees and costs.

ITEM 4. MINE SAFETY DISCLOSURES

--- No Disclosure Necessary ---

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common shares trade on the NASDAQ Capital Market (formerly the NASDAQ Small Cap Market) in the United States. The trading symbol for our common stock is "JCTCF" and the CUSIP number for the stock is 47733C-20-7. Our common stock began trading on the NASDAQ Small Cap Stock Market in April 1996.

The Company declared a two for one stock split of its common stock with a record date of the close of business on May 22, 2018. Shareholders received one additional common share for each common share held as of the record date. The stock split was effective as of May 29, 2018.

Table No. 1 lists the volume of trading along with the high, low, and closing sales prices on the NASDAQ Capital Market for the Company's common shares. Prices are adjusted to reflect the common stock split effective May 29, 2018.

Table No. 1
NASDAQ Capital Market
Common Shares Trading Activity
(US Dollars)

Period Ended	Volume	High	Low	Closing
Monthly				
9/30/19	18,500	$ 8.10	$ 7.18	$ 7.98
Quarterly				
8/31/19	234,800	$ 9.10	$ 7.00	$ 8.04
5/31/19	592,900	$ 9.32	$ 6.95	$ 7.69
2/28/19	190,700	$ 8.99	$ 6.23	$ 7.23
11/30/18	299,800	$10.00	$ 7.25	$ 7.32
8/31/18	351,500	$ 8.95	$ 7.49	$ 8.68
5/31/18	141,900	$ 8.96	$ 7.23	$ 8.05
2/28/18	436,000	$ 7.95	$ 6.50	$ 7.35
11/30/17	323,200	$ 8.95	$ 6.76	$ 7.63
Annually				
8/31/19	1,318,200	$10.00	$ 6.23	$ 8.04
8/31/18	1,252,600	$ 8.96	$ 6.50	$ 8.68
8/31/17	1,237,400	$ 7.23	$ 5.30	$ 6.98
8/31/16	1,791,200	$ 7.48	$ 3.85	$ 6.21
8/31/15	1,128,200	$ 6.87	$ 4.55	$ 4.75

Holders

Computershare Investor Services Inc. which is located in Vancouver, British Columbia, Canada is the registrar and transfer agent for the common shares.

On October 24, 2019 there were 15 registered shareholders and 3,971,282 shares of the Company's common shares outstanding.

Dividends

The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain earnings for use in its operations, expansion of its business, and the possible repurchase of Company shares. There are no restrictions that limit the ability of the Company to pay dividends on common equity or that are likely to do so in the future. Any dividends paid by the Company to U.S. shareholders would be subject to Canadian withholding tax.

Recent Sales of Securities: Use of Proceeds from Securities

The Company has sold no securities in the last 3 fiscal years.

Purchases of equity securities by the issuer and affiliated purchasers

During the fiscal years ended August 31, 2019 and 2018, the Company has repurchased common shares through share repurchase plans approved by the Board of Directors in accordance with Rule 10b-18 under the U.S. Securities Exchange Act of 1934.

On May 23, 2017, the Company announced the Board of Directors had authorized a share repurchase plan to purchase for cancellation up to 225,000 common shares through the facilities of NASDAQ. Transactions may involve Jewett-Cameron insiders or their affiliates executed in compliance with Jewett-Cameron's Insider Trading Policy. The share repurchase plan was effected in accordance with Rule 10b-18 under the U.S. Securities Exchange Act of 1934, which contains restrictions on the number of shares that may be purchased on a single day, subject to certain exceptions for block purchases, based on the average daily trading volumes ("ADTV") of Jewett-Cameron's shares on NASDAQ. Purchases shall be limited to one “Block” purchase per week in lieu of the 25% of ADTV limitation for compliance with Rule 10b-18(b)(4). A “block” as defined under Rule 10b-18(a)(5) means a quantity of stock that, among other things, is at least 5,000 shares and has a purchase price of at least US$50,000. The plan commenced on June 1, 2017 and terminated on August 31, 2017. Under the Plan, the Company repurchased a total of 83,600 common shares at a cost of $526,941 which is an average price of $6.30 per share.

On June 6, 2018, the Company announced the Board of Directors had authorized a new share repurchase plan to purchase for cancellation up to 250,000 common shares through the facilities of NASDAQ. Transactions may involve Jewett-Cameron insiders or their affiliates executed in compliance with Jewett-Cameron's Insider Trading Policy. The share repurchase plan was effected in accordance with Rule 10b-18 under the U.S. Securities Exchange Act of 1934, which contains restrictions on the number of shares that may be purchased on a single day, subject to certain exceptions for block purchases, based on the average daily trading volumes ("ADTV") of Jewett-Cameron's shares on NASDAQ. Purchases shall be limited to one “Block” purchase per week in lieu of the 25% of ADTV limitation for compliance with Rule 10b-18(b)(4). A “block” as defined under Rule 10b-18(a)(5) means a quantity of stock that, among other things, is at least 5,000 shares and has a purchase price of at least US$50,000. The Plan commenced on June 11, 2018 and terminated upon the completion of the 250,000 share repurchase on October 25, 2018. Under the Plan, the Company repurchased and cancelled a total of 250,000 common shares at a total cost of $2,164,975 which was an average price of $8.66 per share.

On February 7, 2019, the Company announced the Board of Directors had authorized a new share repurchase plan to purchase for cancellation up to 250,000 common shares through the facilities of NASDAQ under similar terms to the June 2018 plan. The Plan commenced on February 18th and terminated upon the completion of the 250,000 repurchase on July 22, 2019. A total of 250,000 shares of common stock was repurchased at a total cost of $2,168,065 which represents an average share price of $8.67 per share.

The following table details the Company’s repurchase of its common shares during the fourth quarter of fiscal 2019 ended August 31, 2019.

Period	Total Number of Shares purchased	Average Price Paid per Share	Total number of shares purchased as part of publicly announced plans or programs	Maximum Number of shares that may yet be purchased under the plans or programs
June	36,300	$ 8.63	239,892	10,108
July	10,108	$ 8.55	250,000	Nil
August	-	-	-	-
Total	**46,408**	**$ 8.61**	**250,000**	**Nil** (1)

(1) The current Plan terminated on July 22, 2019.

ITEM 6. SELECTED FINANCIAL DATA

--- No Disclosure Necessary for Smaller Reporting Companies ---

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The Company's operations are classified into four reportable segments as follows:

- Industrial wood products (Greenwood) – Distribution of specialty wood products.
- Lawn, garden, pet and other (JCC) – Wholesaling of wood products and manufacturing and distribution of specialty metal products.
- Seed processing and sales (JCSC) – Processing and distribution of agricultural seed.
- Industrial tools and clamps (MSI) – Importing and distribution of products including pneumatic air tools, industrial clamps, and saw blades.

Quarterly Results

The following table summarizes quarterly financial results in fiscal 2019 and fiscal 2018. (Figures are thousands of dollars except per share amounts.)

	For the Year Ended August 31, 2019				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Sales	$ 9,066	$ 7,857	$ 16,692	$ 11,831	$ 45,446
Gross profit	2,309	1,761	3,638	2,256	9,964
Net income	350	120	1,098	532	2,100
Basic earnings per share	$ 0.08	$ 0.03	$ 0.26	$ 0.13	$ 0.50
Diluted earnings per share	$ 0.08	$ 0.03	$ 0.26	$ 0.13	$ 0.50

	For the Year Ended August 31, 2018				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Sales	$ 9,414	$ 13,341	$ 19,935	$ 11,233	$ 53,923
Gross profit	2,187	2,636	3,990	2,785	11,598
Net income	322	508	1,389	702	2,921
Basic earnings per share	$ 0.07	$ 0.12	$ 0.31	$ 0.16	$ 0.66
Diluted earnings per share	$ 0.07	$ 0.12	$ 0.31	$ 0.16	$ 0.66

Fiscal 2019 quarterly per share earnings were calculated using weighted average number of common shares outstanding of 4,233,304 (2018 – 4,430,940).

RESULTS OF OPERATIONS

During fiscal 2019, extremely wet weather present across much of North America extended deep into the third quarter, which delayed purchases of outdoor merchandise. The US tariffs on certain Chinese manufactured goods increased from 10% to 25% during the third quarter, which included a number of the Company's products and continued to restrain demand from retailers and consumers. These were the factors primarily responsible for the decline in the Company's sales and income for fiscal 2019.

Most of the Company's metal products are manufactured in China and have been subject to the new United States Trade Representative (USTR) tariffs. During the year, the Company's supplier appealed the classification of certain products to the US Customs Service. Subsequent to the fiscal 2019 year-end, the Company received notice that a number of its products will be reclassified and will no longer be subject to the 25% tariffs on imported Chinese goods, although some products will remain under tariff. This reclassification should allow the Company to remain competitive in both the retail and eCommerce sectors.

The Company continues to develop new products that complement their presence in multiple product and sales channels. The company debuted a new patented steel fence post, LIFETIME POST™ at the National FenceTech show in early March 2019 which is now being shipped to major retailers, new distributors, and end users. The product continues to position the company firmly in the fencing market. The product was specifically designed to complement Jewett Cameron's already long running, successful Adjust-A-Gate™ products, thus building a stronger branding in this market segment.

In addition to the LIFETIME POST™, the Company has other products in development, primarily in the fencing and pet segments. Management intends to continue to add new products through its internal development process, but may also seek to acquire products that will provide complementary benefits to its existing offerings. To drive these initiatives, the Company is continuing to build their product development capabilities during fiscal 2020.

Management continues to add personnel to support new marketing and sales initiatives. A new Chief Revenue Officer has been added to focus on integrating marketing strategy and sales, including the introduction of new products, and opening and expanding sales channels. The new position of VP Business Development was filled in October 2019. This key role will focus on tangible ways to leverage current business assets and entities, such as Greenwood's specialty lumber sales and lumber trading, and products and product lines.

The Company is implementing a new Enterprise Resource Planning (ERP) system. The ERP program will streamline inventory management and distribution to improve product management and shipping procedures. It will also automate interfaces with customers and tie in all forecasting and planning which allow the Company to better scale these processes now and in the future as the Company grows with new products and customers.

Management and the Board have also implemented a strategic review of the Company's secondary business operations and assets. The industrial tools and seed segments have seen stagnant growth for several years due to increased competition in these markets and a general shift in wholesale buying patterns. This strategic review resulted in the decision in September 2019 to permanently close the MSI division, which has recently been a very minor contributor to the Company's overall sales and has been posting operating losses. The remaining personnel will be shifted to other positions in the Company. For JCSC, the Company remains committed to the seed business and grower community. The Company will continue to focus on improving and growing its seed operations and market share as overall sales and service opportunities have decreased given the region's changes to its agricultural base.

During the second quarter of fiscal 2019, the Company sold its surplus Manning property and buildings to an arms-length party that had a contiguous business and will use the property for their expansion. The Manning property was originally acquired as an investment and the property was not in close proximity to any of the Company's current business operations. Once purchased, the company had leased it to a third party. Proceeds from the sale totaled $324,675, which represents a gain of $105,365 over the property's original purchase price net closing costs.

In fiscal 2020, management also intends to focus on promotion of the Jewett-Cameron brand, both its individual brands in each segment and the Company's name overall. The intent is to make the consumer more aware of Jewett-Cameron and drive more cross-over business to each segment and product line. This focus will involve social media, other online communications, and omnichannel branding. In conjunction with this initiative, the Company also intends to broaden its product presence in more channels, including retailers and e-commerce, both in the US and internationally.

During the third quarter of fiscal 2019, the Company suffered the loss of its Chairman of the Board, Donald Boone, who passed away on May 9th, 2019. Mr. Boone was co-founder of the Company and served as President, CEO and as a Director from 1984 to 2017. As Chairman, Mr. Boone oversaw the successful transition and integration of experienced new management and Directors in order to strengthen the Company and continue its success well into the future. These changes included the addition of Charles Hopewell as the new President and CEO in 2017, and several accomplished Directors added to the Board. In place of Mr. Boone, the Company named Michael Nasser, the other co-founder of the Company and current Corporate Secretary, to the Board of Directors and approved Mr. Hopewell as the new Chairman. The entire Company will continue to operate with the same core principles and commitment of service to its customers, suppliers, employees and shareholders that Mr. Boone established.

The Company has also continued to use its excess cash to repurchase and cancel common shares. During 2019, a total of 345,671 common shares were repurchased and cancelled at a total cost of $3,061,441. The Company's cash position remains strong, totaling $9,652,310 as of August 31st, 2019. The Board may consider utilizing a portion of the Company's cash position to repurchase additional shares in the future.

Fiscal Years Ended August 31, 2019 and August 31, 2018

Fiscal 2019 sales totaled $45,446,362 compared to sales of $53,923,152 in fiscal 2018, which was a decrease of $8,476,790, or 16%. The decrease in sales was primarily due to lower sales at JCC.

Gross margin rose slightly to 21.9% from 21.5% in fiscal 2018 primarily due to an increase in sales of higher margin metal products in the current year.

Operating expenses declined by $94,514 to $7,226,881 from $7,321,395 in fiscal 2018. The decrease was due to decreases in depreciation and amortization to $191,819 from $274,065 and wages and employee benefits to $4,907,766 from $4,943,431. Selling, general and administrative rose to $2,127,296 from $2,103,899 as the Company increased its sales efforts in several key areas. Income from operations fell to $2,737,550 in fiscal 2019 from $4,276,419 in fiscal 2018.

Including other items, income before income taxes was $2,888,144 in fiscal 2019 compared to $4,279,423 in fiscal 2018. Other items included gain on sale of property, plant and equipment of $105,366, which was largely due to the sale of the Manning property, compared to a loss of $27,022 in fiscal 2018. Interest and other income rose to $45,228 in fiscal 2019 from $30,026 in fiscal 2018 due to higher rates of interest on cash balances from short-term investments. Income tax expense was $787,692 in fiscal 2019 compared to $1,358,784 in fiscal 2018. The Company calculates income tax expense based on combined federal and state rates that are currently in effect.

Net income for fiscal 2019 was $2,100,452, or $0.50 per basic and diluted shares, compared to net income of $2,920,639, or $0.66 per basic and diluted share, for fiscal 2018. The income per share was positively affected by the repurchase and cancellation of common shares during both fiscal 2019 and 2018, and the weighted number of shares outstanding were 4,233,304 in fiscal 2019 and 4,430,940 in fiscal 2018, after adjustment for the 2-for-1 stock split effective May 29, 2018.

Lawn, Garden, Pet and Other - JCC

Sales at JCC were $38,510,213 in fiscal 2019 compared to sales of $47,197,251 in fiscal 2018. Operating income at JCC for 2019 was $2,040,631 in 2019 compared to $3,652,467 in fiscal 2018, which was a decrease of $1,611,836, or 44%. Extended wet and cold weather across much of North America during the Spring of 2019 significantly delayed, and ultimately reduced, demand for the Company's lawn and garden products during the year. The Company also experienced lower overall demand for metal products during the current period as retailers stocked up on extra inventory last year ahead of the announced tariffs on Chinese made products. The tariffs caused uncertainly in the marketplace and had a negative effect on the sales of the Company's affected products beginning in the 4th quarter of fiscal 2018 and through the entirety of fiscal 2019. Sales in fiscal 2018 were positively affected by higher sales of specialty lumber, particularly cedar fencing, which were damaged by tropical storms which did not reoccur in fiscal 2019. Overall, the operating results of JCC are seasonal with the first two quarters of the fiscal year being much slower than the final two quarters of the fiscal year.

During the first quarter of fiscal 2018, the Company instituted a voluntary recall of a specific product which was sold to a single retail store customer. After two incidents of breakage, the Company and the retailer immediately and permanently ceased all sales of the products in early December 2017, and issued a voluntary safety advisory prior to the US Consumer Product Safety Commission issuing a formal recall of the product in March 2018. The actions taken by the Company included a recall of units sold. This recall had a negative effect on JCC's sales and income during fiscal 2018, as the Company provided the retailer with a return allowance for the units and destroyed all remaining inventory of the recalled product.

The following table shows a breakdown between the metal and wood categories in this segment.

	Sales in Millions of Dollars			Percent of Total Sales		
Fiscal Year	Metal	Wood	Total	Metal	Wood	Total
2019	$26.4	$12.1	$38.5	69%	31%	100%
2018	$32.5	$14.7	$47.2	69%	31%	100%

The Company's metal products are manufactured in China and are imported into the United States. Many of the Company's metal products have been subject to the new USTR tariffs on the importation of Chinese manufactured products in the United States. These additional tariffs went into effect on September 24, 2018 at an initial 10% rate but later rose to a 25% rate. Uncertainty over the tariffs began to negatively affect the Company's business in the fourth quarter of fiscal 2018 as customers were attempting to formulate their approach to the tariffs and stalled or delayed acceptance of initial price increases. The implementation of these additional tariffs reduced the Company's margins and overall demand for metal products during all of fiscal 2019. During 2019, the Company's supplier appealed to USTR the classification of many of its metal products as subject to specific tariff classes. Subsequent to the fiscal-year end, the Company was informed that many of its products in both the fencing and pet categories would not be subject to these tariffs going forward. This action will assist the company in remaining competitive with their products in the marketplace.

Industrial Wood Products - Greenwood

Sales at Greenwood in fiscal 2019 were $3,910,117, which was an increase of $409,358, or 12%, from sales of $3,500,759 in fiscal 2018. Margins also rose in fiscal 2019, as management's efforts to refine the product mix and redirecting sales directly to end users has led to the improvements. The Company also wrote-off $67,189 of obsolete inventory during fiscal 2018 and $53,365 of inventory in fiscal 2019. Greenwood recorded operating income of $71,192 in fiscal 2019 compared to operating income of $494 in fiscal 2018.

Seed Processing and Sales - JCSC

Sales at JCSC were $2,233,406 in fiscal 2019 compared to sales of $2,282,281 in fiscal 2018, which represents a decrease of $48,875, or 2%. Poor weather across much of North America in both 2019 and 2018 curtailed planting schedules throughout the Midwest United States which hurt demand for the Company's clover seed for use as cover crops. JCSC had an operating loss of $222,191 in fiscal 2019 compared to an operating loss of $58,438 in fiscal 2018.

Industrial Tools and Clamps - MSI

Sales at MSI were $792,626 in fiscal 2019 compared to sales of $942,861 in fiscal 2018, which was a decrease of $150,235, or 16%. During fiscal 2018, management initiated a review of the segment to improve margins, which includes reducing inventory holding costs of slower selling items. This review led to the write-off of approximately $71,000 in obsolete inventory in 2018 and $66,000 in fiscal 2019 but was ultimately unsuccessful in increasing sales or margins due to a lack of market differentiation and changing customer patterns. Therefore, the Board of Directors has decided to permanently close MSI effective September 2019. The remaining inventory will be liquidated, and the personnel transferred to other positions within the Company. Operating loss at MSI in fiscal 2019 was $159,914 compared to an operating loss of $72,417 for fiscal 2018.

Corporate – JC USA

JC USA, the holding company that provides professional and administrative services for the wholly-owned operating subsidiaries had operating income of $1,158,426 for fiscal 2019 compared to operating income of $757,317 for fiscal 2018. The increase is due to higher rental and administrative fees charged to its subsidiaries related to the inventory levels maintained throughout the year. The results of JC USA are eliminated on consolidation.

LIQUIDITY AND CAPITAL RESOURCES

Fiscal Year Ended August 31, 2019

As of August 31, 2019, the Company had working capital of $17,761,616 compared to working capital of $18,346,414 as of August 31, 2018, which is a decrease of $584,798. The largest changes affecting working capital include an increase in cash of $3,554,847, a decrease in accounts receivable of $1,316,540, a decrease in note receivable of $2,803, a decrease in inventory of $3,425,392 as management has worked to reduce excess inventory in certain products, an increase in prepaid expenses of $46,288, and an increase in prepaid income taxes of $109,110.

Accounts payable rose slightly by $32,935 to $410,027 from $377,092 which is related to the timing of payments due to suppliers. Accrued liabilities fell to $1,312,580 from $1,795,207, a decrease of $482,627. The ratio of current assets to current liabilities, or current ratio, was 11.3 as of August 31, 2019 (August 31, 2018 - 9.4).

For the fiscal year ended August 31, 2019, the accounts receivable collection period or DSO was 23 days compared to 28 days for the year ended August 31, 2018. Inventory turnover for the year ended August 31, 2019 was 83 days compared to 80 days for the year ended August 31, 2018.

The Company has been utilizing its cash position to repurchase common shares under formal repurchase plans in order to increase shareholder value. During the fiscal years ended August 31, 2019 and 2018, the Company has repurchased common shares through share repurchase plans approved by the Board of Directors in accordance with Rule 10b-18 under the U.S. Securities Exchange Act of 1934. During fiscal 2019, the Company repurchased for cancelation a total of 345,671 common shares which used cash of $3,061,441. During fiscal 2018, the Company repurchased for cancellation 154,329 common shares which used cash of $1,271,599.

The Company also issued 2,294 common shares to its President and CEO in fiscal 2019 pursuant to the Company's Restricted Share Plan as consideration for a portion of his fiscal 2018 bonus.

Based on the Company's current working capital position, its policy of retaining earnings, and the line of credit available, the Company has adequate working capital to meet its needs for the coming fiscal year.

Short-term and Long-term Debt

External sources of liquidity include a line of credit from U.S. Bank of $3 million, of which $3 million is available. Borrowing under the line of credit is secured by an assignment of accounts receivable and inventory. The interest rate is calculated solely on the one month LIBOR rate plus 175 basis points. As of August 31, 2019 the one month LIBOR rate plus 175 basis points was 3.92% (2.17% + 1.75%). The line of credit has certain financial covenants. The Company is in compliance with these covenants.

OTHER MATTERS

Contractual Obligations and Commercial Commitments

The Company currently has no contractual obligations or commercial commitments.

Inflation

The Company does not believe that inflation had a material impact during fiscal 2019 or 2018. Typically, the Company passes price increases on to the customer.

Critical Accounting Policies

Management is required to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On a regular basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

During the year ended August 31, 2019, the Company did not adopt any new accounting policies that would have a material impact on the consolidated financial statements, nor did it make changes to accounting policies. Senior Management has discussed with the Audit Committee the development, selection and disclosure of accounting estimates used in the preparation of the consolidated financial statements.

Recent Accounting Pronouncements

Management has reviewed the new accounting guidance and determined that there is not a material impact on our financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

The Company did not have any derivative financial instruments as of August 31, 2019, and the Company does not use derivative instruments for trading purposes.

Changes in U.S. interest rates affect the interest earned on the Company's cash as well as interest paid on debt. The Company has a line of credit with an interest rate based on published rates that may fluctuate over time based on economic changes in the environment. The Company is subject to interest rate risk and could be subject to increased interest payments if market interest rates fluctuate. The Company does not expect any change in the interest rates to have a material adverse effect on the Company's results from operations.

Foreign Currency Risk

The Company operates primarily in the United States. However, a relatively small amount of business is conducted in currencies other than U.S. dollars. Also, to the extent that the Company uses contract manufacturers in China, currency exchange rates can influence the Company's purchasing costs.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA

The financial statements and notes thereto are attached hereto. The audit report of Davidson & Company, LLP Chartered Accountants is included herein immediately preceding the audited consolidated financial statements.

Audited Consolidated Financial Statements: fiscal 2019 and 2018

JEWETT-CAMERON TRADING COMPANY LTD. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)

AUGUST 31, 2019

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of
Jewett-Cameron Trading Company Ltd.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Jewett-Cameron Trading Company Ltd. (the "Company"), as of August 31, 2019 and 2018, and the related consolidated statements of operations, stockholders' equity, and cash flows, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Jewett-Cameron Trading Company Ltd. as of August 31, 2019 and 2018, and the results of its operations and its cash flows for the years ended in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatements of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

We have served as the Company's auditor since 2002.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

November 13, 2019

A member of Nexia International

1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Davidson-co.com

JEWETT-CAMERON TRADING COMPANY LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in U.S. Dollars)
AS OF AUGUST 31

		2019		2018
ASSETS				
Current assets				
Cash and cash equivalents	$	9,652,310	$	6,097,463
Accounts receivable, net of allowance of $Nil (August 31, 2018 - $Nil)		2,835,952		4,152,492
Inventory, net of allowance of $119,357 (August 31, 2018 - $75,336) (note 3)		6,377,805		9,803,197
Note receivable		1,197		4,000
Prepaid expenses		393,539		347,251
Prepaid income taxes		223,420		114,310
Total current assets		19,484,223		20,518,713
Property, plant and equipment, net (note 4)		2,727,406		3,105,260
Intangible assets, net (note 5)		3,048		3,590
Total assets	$	22,214,677	$	23,627,563

- Continued -

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

JEWETT-CAMERON TRADING COMPANY LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in U.S. Dollars)
AS OF AUGUST 31

	2019	2018
Continued		
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 410,027	$ 377,092
Accrued liabilities	1,312,580	1,795,207
Total current liabilities	1,722,607	2,172,299
Deferred tax liability (note 6)	61,204	81,853
Total liabilities	1,783,811	2,254,152
Stockholders' equity		
Capital stock (note 8, 9)		
Authorized		
21,567,564 common shares, without par value		
10,000,000 preferred shares, without par value		
Issued		
3,971,282 common shares (August 31, 2018 – 4,314,659)	936,903	1,017,908
Additional paid-in capital	618,707	600,804
Retained earnings	18,875,256	19,754,699
Total stockholders' equity	20,430,866	21,373,411
Total liabilities and stockholders' equity	$ 22,214,677	$ 23,627,563

Contingency (Note 15)
Subsequent Events (Note 16)

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

JEWETT-CAMERON TRADING COMPANY LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Expressed in U.S. Dollars)
YEARS ENDED AUGUST 31

		2019		2018
SALES	$	45,446,362	$	53,923,152
COST OF SALES		35,481,931		42,325,338
GROSS PROFIT		9,964,431		11,597,814
OPERATING EXPENSES				
Selling, general and administrative		2,127,296		2,103,899
Depreciation and amortization		191,819		274,065
Wages and employee benefits		4,907,766		4,943,431
		7,226,881		7,321,395
Income from operations		2,737,550		4,276,419
OTHER ITEMS				
Gain (loss) on sale of property, plant and equipment		105,366		(27,022)
Interest and other income		45,228		30,026
		150,594		3,004
Income before income taxes		2,888,144		4,279,423
Income taxes (note 6)				
Current		808,341		1,288,275
Deferred (recovery)		(20,649)		70,509
Net income for the year	$	2,100,452	$	2,920,639
Basic earnings per common share	$	0.50	$	0.66
Diluted earnings per common share	$	0.50	$	0.66
Weighted average number of common shares outstanding:				
Basic		4,233,304		4,430,940
Diluted		4,233,304		4,430,940

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

JEWETT-CAMERON TRADING COMPANY LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Expressed in U.S. Dollars)
YEARS ENDED AUGUST 31

	Capital Stock				
	Number of Shares	Amount	Additional paid-in capital	Retained earnings	Total
August 31, 2017	4,468,988	$ 1,054,316	$ 600,804	$ 18,069,251	$ 19,724,371
Shares repurchased and cancelled (note 9)	(154,329)	(36,408)	-	(1,235,191)	(1,271,599)
Net income	-		-	2,920,639	2,920,639
August 31, 2018	4,314,659	$ 1,017,908	$ 600,804	$ 19,754,699	$ 21,373,411
Shares repurchased and cancelled (note 9)	(345,671)	(81,546)	-	(2,979,895)	(3,061,441)
Shares issued pursuant to compensation plans (note 10)	2,294	541	17,903	-	18,444
Net income	-	-	-	2,100,452	2,100,452
August 31, 2019	3,971,282	$ 936,903	$ 618,707	$ 18,875,256	$ 20,430,866

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

JEWETT-CAMERON TRADING COMPANY LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in U.S. Dollars)
YEARS ENDED AUGUST 31

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income for the year	$ 2,100,452	$ 2,920,639
Items not affecting cash:		
Depreciation and amortization	191,819	274,065
(Gain) loss on sale of property, plant and equipment	(105,366)	27,022
Deferred income taxes	(20,649)	70,509
Changes in non-cash working capital items:		
Decrease (increase) in accounts receivable	1,316,540	(587,437)
Decrease (increase) in note receivable	2,803	(4,000)
Decrease (increase) in inventory	3,425,392	(995,652)
(Increase) decrease in prepaid expenses	(46,288)	248,525
(Increase) in prepaid income taxes	(109,110)	(114,310)
(Decrease) in accounts payable and accrued liabilities	(449,692)	(273,021)
Net cash provided by operating activities	6,305,901	1,566,340
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds on sale of property, plant and equipment	324,675	1,000
Purchase of property, plant and equipment	(32,732)	(110,528)
Net cash used in investing activities	291,943	(109,528)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common stock	18,444	-
Redemption of common stock	(3,061,441)	(1,271,599)
Net cash used in financing activities	(3,042,997)	(1,271,599)
Net increase in cash	3,554,847	185,213
Cash, beginning of year	6,097,463	5,912,250
Cash, end of year	$ 9,652,310	$ 6,097,463

Supplemental disclosure with respect to cash flows (note 14)

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

1. NATURE OF OPERATIONS

Jewett-Cameron Trading Company Ltd. was incorporated in British Columbia on July 8, 1987 as a holding company for Jewett-Cameron Lumber Corporation ("JCLC"), incorporated September 1953. Jewett-Cameron Trading Company, Ltd. acquired all the shares of JCLC through a stock-for-stock exchange on July 13, 1987, and at that time JCLC became a wholly owned subsidiary. Effective September 1, 2013, the Company reorganized certain of its subsidiaries. JCLC's name was changed to JC USA Inc. ("JC USA"), and a new subsidiary, Jewett-Cameron Company ("JCC"), was incorporated.

JC USA has the following wholly owned subsidiaries: MSI-PRO Co. ("MSI"), incorporated April 1996, Jewett-Cameron Seed Company, ("JCSC"), incorporated October 2000, Greenwood Products, Inc. ("Greenwood"), incorporated February 2002, and Jewett-Cameron Company, incorporated September 2013. Jewett-Cameron Trading Company Ltd. and its subsidiaries (the "Company") have no significant assets in Canada.

The Company, through its subsidiaries, operates out of facilities located in North Plains, Oregon. JCC's business consists of the manufacturing and distribution of specialty metal products and wholesale distribution of wood products to home centers and other retailers located primarily in the United States. Greenwood is a processor and distributor of industrial wood and other specialty building products principally to customers in the marine and transportation industries in the United States. MSI is an importer and distributor of pneumatic air tools and industrial clamps in the United States. JCSC is a processor and distributor of agricultural seeds in the United States. JC USA provides professional and administrative services, including accounting and credit services, to its subsidiary companies.

On May 29, 2018, the Company completed a 2-for-1 forward stock split of its common shares. All share and per share amounts have been retroactively restated (Note 8).

2. SIGNIFICANT ACCOUNTING POLICIES

Generally accepted accounting principles

These consolidated financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, JC USA, JCC, MSI, JCSC, and Greenwood, all of which are incorporated under the laws of Oregon, U.S.A.

All inter-company balances and transactions have been eliminated upon consolidation.

Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates incorporated into the Company's consolidated financial statements include the estimated useful lives for depreciable and amortizable assets, the estimated allowances for doubtful accounts receivable and inventory obsolescence, possible product liability and possible product returns, and litigation contingencies and claims. Actual results could differ from those estimates.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. At August 31, 2019, cash and cash equivalents were $9,652,310 compared to $6,097,463 at August 31, 2018.

Accounts receivable

Trade and other accounts receivable are reported at face value less any provisions for uncollectible accounts considered necessary. Accounts receivable primarily includes trade receivables from customers. The Company estimates doubtful accounts on an item-by-item basis and includes over aged accounts as part of allowance for doubtful accounts, which are generally ones that are ninety days or greater overdue.

The Company extends credit to domestic customers and offers discounts for early payment. When extension of credit is not advisable, the Company relies on either prepayment or a letter of credit.

Inventory

Inventory, which consists primarily of finished goods, is recorded at the lower of cost, based on the average cost method, and market. Market is defined as net realizable value. An allowance for potential non-saleable inventory due to excess stock or obsolescence is based upon a review of inventory components.

Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation. The Company provides for depreciation over the estimated life of each asset on a straight-line basis over the following periods:

Office equipment	3-7 years
Warehouse equipment	2-10 years
Buildings	5-30 years

Intangibles

The Company's intangible assets have a finite life and are recorded at cost. Amortization is calculated using the straight-line method over the remaining life of the asset. The intangible assets are reviewed annually for impairment.

Asset retirement obligations

The Company records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and normal use of the long-lived assets. The Company also records a corresponding asset which is amortized over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each period to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying the obligation (asset retirement cost). The Company does not have any significant asset retirement obligations.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment of long-lived assets and long-lived assets to be disposed of

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount and the fair value less costs to sell.

Currency and foreign exchange

These financial statements are expressed in U.S. dollars as the Company's operations are primarily based in the United States.

The Company does not have non-monetary or monetary assets and liabilities that are in a currency other than the U.S. dollar. Any statement of operations transactions in a foreign currency are translated at rates that approximate those in effect at the time of translation. Gains and losses from translation of foreign currency transactions into U.S. dollars are included in current results of operations.

Earnings per share

Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding in the period. Diluted earnings per common share takes into consideration common shares outstanding (computed under basic earnings per share) and potentially dilutive common shares. The number of common shares outstanding has been adjusted for a 2 for 1 forward stock split effective May 29, 2018 (Note 8).

The earnings per share data for the fiscal years ended August 31, 2019 and 2018 are as follows:

	2019	**2018**
Net income	$ 2,100,452	$ 2,920,639
Basic weighted average number of common shares outstanding	4,233,304	4,430,940
Effect of dilutive securities Stock options	-	-
Diluted weighted average number of common shares outstanding	4,233,304	4,430,940
Basic and diluted earnings per common share	$ 0.50	$ 0.66

Comprehensive income

The Company has no items of other comprehensive income in any year presented. Therefore, net income presented in the consolidated statements of operations equals comprehensive income.

(Expressed in U.S. Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Stock-based compensation

All stock-based compensation is recognized as an expense in the financial statements and such costs are measured at the fair value of the award.

No options were granted during the years ended August 31, 2019 and 2018 and there were no options outstanding on August 31, 2019 or 2018.

Financial instruments

The Company uses the following methods and assumptions to estimate the fair value of each class of financial instruments for which it is practicable to estimate such values:

Cash - the carrying amount approximates fair value because the amounts consist of cash held at a bank and cash held in short term investment accounts.

Accounts receivable - the carrying amounts approximate fair value due to the short-term nature and historical collectability.

Accounts payable and accrued liabilities - the carrying amount approximates fair value due to the short-term nature of the obligations.

The estimated fair values of the Company's financial instruments as of August 31, 2019 and 2018 follows:

	2019		2018	
	Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Cash and cash equivalents	$9,652,310	$9,652,310	$6,097,463	$6,097,463
Accounts receivable, net of allowance	2,835,952	2,835,952	4,152,492	4,152,492
Accounts payable and accrued liabilities	1,722,607	1,722,607	2,172,299	2,172,299

The following table presents information about the assets that are measured at fair value on a recurring basis as of August 31, 2019 and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset or liability, and included situations where there is little, if any, market activity for the asset:

	August 31, 2019	**Quoted Prices in Active Markets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:				
Cash and cash equivalents	$ 9,652,310	$ 9,652,310	$ —	$ —

The fair values of cash are determined through market, observable and corroborated sources.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Shipping and handling costs

The Company incurs certain expenses related to preparing, packaging and shipping its products to its customers, mainly third-party transportation fees. All costs related to these activities are included as a component of cost of sales in the consolidated statements of operations. All costs billed to the customer are included as sales in the consolidated statements of operations.

Revenue recognition

The Company recognizes revenue from the sales of lumber, building supply products, industrial wood products, specialty metal products, and other specialty products and tools, when the products are shipped, title passes, and the ultimate collection is reasonably assured. Revenue from the Company's seed operations is generated from seed processing, handling and storage services provided to seed growers, and by the sales of seed products. Revenue from the provision of these services and products is recognized when the services have been performed, products sold and collection of the amounts is reasonably assured.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*. The new standard provides a five-step approach to be applied to all contracts with customers and also requires expanded disclosures about revenue recognition. The ASU is effective for annual reporting periods beginning after December 15, 2017, including interim periods and is to be retrospectively applied. Early application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company adopted this ASU effective September 1, 2018, using the full retrospective approach, prospectively. The adoption had no material impact on its financial statements on adoption as the sale of goods by the Company is performed on a standalone basis and revenue is recognized when the customer obtains control of the goods and in an amount that considers the impact of estimated returns, discounts and after allowances that are variable in nature.

In February 2016, Topic 842, *Leases* was issued to replace the leases requirements in Topic 840, *Leases*. The main difference between previous GAAP and Topic 842 is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous GAAP. A lessee should recognize in the balance sheet a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the lease term. The accounting applied by a lessor is largely unchanged from that applied under previous GAAP. Topic 842 will be effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual periods and is to be retrospectively applied. Earlier application is permitted. The adoption of this new guidance is not expected to have a material impact on the Company's consolidated financial statements.

(Expressed in U.S. Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Recent Accounting Pronouncements (cont'd…)

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The accounting standard changes the methodology for measuring credit losses on financial instruments and the timing when such losses are recorded. ASU No. 2016-14 is effective for fiscal years, and interim periods within those years, beginning after December 31, 2019. The Company is currently evaluating the impact of ASU No. 2016-13 on its financial position, results of operations and liquidity.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows: Restricted Cash (Topic 230): a consensus of the FASB's Emerging Issues Task Force (the "Task Force"). The new standard requires that the statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Entities will also be required to reconcile such total to amounts on the balance sheet and disclose the nature of the restrictions. Topic 230 will be effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual periods. The Company adopted this ASU on September 1, 2018, prospectively. There was no material impact on the Company's financial statements on adoption.

3. INVENTORY

A summary of inventory as of August 31, 2019 and 2018 is as follows:

	2019	2018
Wood products and metal products	$ 5,833,047	$ 9,189,772
Industrial tools	239,280	378,163
Agricultural seed products	305,478	235,262
	$ 6,377,805	$ 9,803,197

(Expressed in U.S. Dollars)

4. PROPERTY, PLANT AND EQUIPMENT

A summary of property, plant, and equipment as of August 31, 2019 and 2018 is as follows:

	2019	2018
Office equipment	$ 486,038	$ 473,702
Warehouse equipment	1,265,532	1,313,714
Buildings	4,072,741	4,090,527
Land	559,065	761,924
	6,383,376	6,639,867
Accumulated depreciation	(3,655,970)	(3,534,607)
Net book value	$ 2,727,406	$ 3,105,260

In the event that facts and circumstances indicate that the carrying amount of an asset may not be recoverable and an estimate of future discounted cash flows is less than the carrying amount of the asset, an impairment loss will be recognized. Management's estimates of revenues, operating expenses, and operating capital are subject to certain risks and uncertainties which may affect the recoverability of the Company's investments in its assets. Although management has made its best estimate of these factors based on current conditions, it is possible that changes could occur which could adversely affect management's estimate of the net cash flow expected to be generated from its operations.

5. INTANGIBLE ASSETS

A summary of intangible assets as of August 31, 2019 and 2018 follows:

	2019	2018
Intangible assets	43,655	43,655
Accumulated amortization	(40,607)	(40,065)
Net book value	$ 3,048	$ 3,590

During the fiscal year ended August 31, 2018, the Company conducted a periodic review of the Company’s patents and determined that two of the patents had expired. The Company immediately amortized the remaining book value of the patents and derecognized the respective costs and accumulated amortization values.

(Expressed in U.S. Dollars)

6. INCOME TAXES

A reconciliation of the provision for income taxes with amounts determined by applying the statutory U.S. federal income tax rate to income before income taxes is as follows:

	2019	2018
Computed tax at the federal statutory rate	$ 605,466	$ 1,083,541
State taxes, net of federal benefit	173,114	228,332
Depreciation	920	(20,036)
Inventory reserve	20,458	(22,956)
Other	8,383	19,394
Provision for income taxes	$ 808,341	$ 1,288,275
Current income taxes	$ 808,341	$ 1,288,275
Deferred income taxes	(20,649)	70,509
	$ 787,692	$ 1,358,784

Deferred income tax liability as of August 31, 2019 of $61,204 (August 31, 2018 – $81,853) reflects the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

	2019	2018
Deferred tax assets:		
Allowance for inventory	$ 83,243	$ 65,410
Allowance for bad debts	-	-
Difference between book and tax depreciation	(6,388)	(9,205)
Total deferred tax assets	76,855	56,206
Valuation allowance	-	-
Net deferred tax assets	76,855	56,206
Net deferred tax liability	(138,059)	(138,059)
Combined net deferred tax liability	$ (61,204)	$ (81,853)

7. BANK INDEBTEDNESS

There was no bank indebtedness under the Company's line-of-credit as of August 31, 2019 or August 31, 2018. At August 31, 2019, the line of credit borrowing limit was $3,000,000.

Bank indebtedness, when it exists, is secured by an assignment of accounts receivable and inventory. Interest is calculated solely on the one month LIBOR rate plus 175 basis points.

8. CAPITAL STOCK

Common stock

Holders of common stock are entitled to one vote for each share held. There are no restrictions that limit the Company's ability to pay dividends on its common stock. The Company has not declared any dividends since incorporation.

Common Stock Split

The Company declared a two for one stock split of its common stock with a record date of the close of business on May 25, 2018. Shareholders received one additional common share for each common share held as of the record date. The stock split was effective as of May 29, 2018. Share and per share data have been retroactively adjusted to reflect the effects of the stock split.

9. CANCELLATION OF CAPITAL STOCK

Treasury stock may be kept based on an acceptable inventory method such as the average cost basis. Upon disposition or cancellation, the treasury stock account is credited for an amount equal to the number of shares cancelled, multiplied by the cost per share and the difference is treated as additional paid-in-capital in excess of stated value.

During the 4th quarter of fiscal 2019 ended August 31, 2019, the Company repurchased a total of 46,408 common shares under a 10b-18 share repurchase plan originally announced on February 7, 2019. The total cost was $399,593 at an average share price of $8.61 per share. The premium paid to acquire those shares over their per share book value in the amount of $388,645 was recorded as a decrease to retained earnings.

During the 3rd quarter of fiscal 2019 ended May 31, 2019, the Company repurchased a total of 195,142 shares under a 10b-18 share repurchase plan originally announced on February 7, 2019. The total cost was $1,704,543 at an average share price of $8.73 per share. The premium paid to acquire those shares over their per share book value in the amount of $1,658,509 was recorded as a decrease to retained earnings.

During the 2nd quarter of fiscal 2019 ended February 28, 2019, the Company repurchased a total of 8,450 shares under the February 2019 10b-18 share repurchase plan. The total cost was $63,929 at an average share price of $7.57 per share. The premium paid to acquire those shares over their per share book value in the amount of $61,936 was recorded as a decrease to retained earnings.

During the 1st quarter of fiscal 2019 ended November 30, 2018, the Company repurchased and cancelled a total of 95,671 shares under a 10b-18 share repurchase plan originally announced on June 6, 2018. The total cost was $893,376 at an average share price of $9.34 per share. The premium paid to acquire those shares over their per share book value in the amount of $870,805 was recorded as a decrease to retained earnings.

During the 4th quarter of fiscal 2018 ended August 31, 2018, the Company repurchased and cancelled a total of 154,329 common shares under a 10b5-1 share repurchase plan. The total cost was $1,271,599 at an average price of $8.24 per share. The premium paid to acquire these shares over their per share book value in the amount of $1,235,191 was recorded as a decrease to retained earnings.

10. SHARE-BASED INCENTIVE PLANS

Stock Options

The Company has a stock option program under which stock options to purchase securities from the Company can be granted to directors and employees of the Company on terms and conditions acceptable to the regulatory authorities of Canada, notably the Ontario Securities Commission and the British Columbia Securities Commission.

Under the stock option program, stock options for up to 10% of the number of issued and outstanding common shares may be granted from time to time, provided that stock options in favor of any one individual may not exceed 5% of the issued and outstanding common shares. No stock option granted under the stock option program is transferable by the optionee other than by will or the laws of descent and distribution, and each stock option is exercisable during the lifetime of the optionee only by such optionee. Generally, no option can be for a term of more than 10 years from the date of the grant.

The exercise price of all stock options, granted under the stock option program, must be at least equal to the fair market value (subject to regulated discounts) of such common shares on the date of grant. Options vest at the discretion of the Board of Directors.

The Company had no stock options outstanding as of the years ended August 31, 2019 and August 31, 2018.

Restricted Share Plan

The Company has a Restricted Share Plan (the "Plan") as approved by shareholders on February 8, 2019. The Plan allows the Company to grant, from time to time, restricted shares as compensation to directors, officers, employees and consultants of the Company. The Restricted Shares are subject to restrictions, including the period under which the shares will be restricted (the "Restricted Period") and subject to forfeiture which is determined by the Board at the time of the grant. The recipient of Restricted Shares is entitled to all of the rights of a shareholder, including the right to vote such shares and the right to receive any dividends, except that the shares granted under the Plan are nontransferable during the Restricted Period.

The maximum number of Common Shares reserved for issuance under the Plan will not exceed 1% of the then issued and outstanding number of Common Shares at the time of the grant. As of August 31, 2019, the maximum number of shares available to be issued under the Plan was 39,712.

During the year ended August 31, 2019, the Company issued 2,294 common shares under the Plan to the Company's CEO as a portion of his earned fiscal 2018 bonus as approved by the Board. The value of this award was $18,444, with the number of shares issued determined by the closing price of the stock on the day of the grant.

11. PENSION AND PROFIT-SHARING PLANS

The Company has a deferred compensation 401(k) plan for all employees with at least 6 months of service pending a monthly enrolment time. The plan allows for a non-elective discretionary contribution plus matching employee contributions up to a specific limit. The percentages of contribution remain the discretion of the Board and are reviewed with management annually. For the years ended August 31, 2019 and 2018 the 401(k) compensation expense was $295,557 and $363,606, respectively.

(Expressed in U.S. Dollars)

12. SEGMENT INFORMATION

The Company has four principal reportable segments. These reportable segments were determined based on the nature of the products offered. Reportable segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company evaluates performance based on several factors, of which the primary financial measure is business segment income before taxes. The following tables show the operations of the Company's reportable segments.

Following is a summary of segmented information for the years ended August 31:

		2019		**2018**
Sales to unaffiliated customers:				
Industrial wood products	$	3,910,117	$	3,500,759
Lawn, garden, pet and other		38,510,213		47,197,251
Seed processing and sales		2,233,406		2,282,281
Industrial tools and clamps		792,626		942,861
	$	45,446,362	$	53,923,152
Income (loss) before income taxes:				
Industrial wood products	$	71,192	$	494
Lawn, garden, pet and other		2,040,631		3,652,467
Seed processing and sales		(222,191)		(58,438)
Industrial tools and clamps		(159,914)		(72,417)
Corporate and administrative		1,158,426		757,317
	$	2,888,144	$	4,279,423
Identifiable assets:				
Industrial wood products	$	977,117	$	833,694
Lawn, garden, pet and other		7,590,487		12,318,686
Seed processing and sales		471,888		438,057
Industrial tools and clamps		279,591		440,386
Corporate and administrative		12,895,595		9,596,740
	$	22,214,677	$	23,627,563
Depreciation and amortization:				
Industrial wood products	$	-	$	193
Lawn, garden, pet and other		23,021		22,534
Seed processing and sales		8,007		7,727
Industrial tools and clamps		489		970
Corporate and administrative		160,302		242,641
	$	191,819	$	274,065

(Expressed in U.S. Dollars)

12. SEGMENT INFORMATION (cont'd…)

	2019	2018
Capital expenditures:		
Industrial wood products	$ -	$ -
Lawn, garden, pet and other	-	-
Seed processing and sales	-	29,638
Industrial tools and clamps	-	-
Corporate and administrative	32,732	80,890
	$ 32,732	$ 110,528
Interest expense:	$ -	$ -

The following table lists sales made by the Company to customers which were in excess of 10% of total sales for the years ended August 31:

	2019	2018
Sales	$ 20,544,268	$ 28,392,593

The Company conducts business primarily in the United States, but also has limited amounts of sales in foreign countries. The following table lists sales by country for the fiscal years ended August 31:

	2019	2018
United States	$ 43,894,726	$ 52,050,260
Canada	1,243,239	1,429,265
Mexico/Latin America/ Caribbean	180,664	192,539
Europe	43,851	42,224
Asia/Pacific	83,882	196,655
Middle East	-	12,209
	$ 45,446,362	$ 53,923,152

All of the Company's significant identifiable assets were located in the United States as of August 31, 2019 and 2018.

13. CONCENTRATIONS

Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and accounts receivable. The Company places its cash with a high quality financial institution. The Company has concentrations of credit risk with respect to accounts receivable as large amounts of its accounts receivable are concentrated geographically in the United States amongst a small number of customers. At August 31, 2019, two customers accounted for accounts receivable great than 10% of total accounts receivable for a total of 56%. At August 31, 2018, three customers accounted for accounts receivable greater than 10% of total accounts receivable for a total of 56%. The Company controls credit risk through credit approvals, credit limits, credit insurance and monitoring procedures. The Company performs credit evaluations of its commercial customers but generally does not require collateral to support accounts receivable.

(Expressed in U.S. Dollars)

13. CONCENTRATIONS (cont'd…)

Volume of business

The Company has concentrations in the volume of purchases it conducts with its suppliers. For the fiscal year ended August 31, 2019, there were two suppliers which each accounted for greater than 10% of total purchases, and the aggregate purchases amounted to $17,745,475. For the fiscal year ended August 31, 2018, there were two suppliers which each accounted for greater than 10% of total purchases, and the aggregate purchases amounted to $25,264,412.

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Certain cash payments for the years ended August 31, 2019 and 2018 are summarized as follows:

		2019		**2018**
Cash paid during the year for:				
Interest	$	-	$	-
Income taxes	$	917,000	$	1,445,522

There were no non-cash investing or financing activities during the years presented.

15. CONTINGENCY

The Company is a named party in a Civil Action in Pennsylvania. The matter is an action seeking compensation for personal injuries and is based on theories of product liability as to Jewett-Cameron. The matter arises out of a dog allegedly escaping from a Jewett-Cameron kennel product and causing personal injuries to three individuals. Jewett-Cameron is currently one of three named Defendants. As of this date, no formal responses have been made and no dates have been established governing the litigation proceedings. This matter is in its early stages making it speculative to predict as to its outcome. It is the Company's intention to vigorously defend the lawsuit. Jewett Cameron's applicable liability insurer is providing a defense covering Jewett-Cameron's legal fees and costs.

16. SUBSEQUENT EVENTS

Effective September 1, 2019, the Company's Board of Directors has decided to permanently close the MSI division and exit the industrial tools business. The costs to close the unit and liquidate the remaining inventory during fiscal 2020 is not anticipated to be significant due to the unit's minor overall size and contribution to sales compared to the Company's other remaining businesses.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of
Jewett-Cameron Trading Company Ltd. and Subsidiaries

Our report on the consolidated financial statements of Jewett-Cameron Trading Company Ltd. and Subsidiaries as at August 31, 2019 and 2018 and for the years then ended is included on Page 20 of this Form 10-K. In connection with our audits of such consolidated financial statements, we have also audited the related consolidated financial statement Schedule II for the years ended August 31, 2019 and 2018 included in this Form 10-K.

In our opinion, the consolidated financial statement schedule referred to above for the years ended August 31, 2019 and 2018, when considered in relation to the consolidated financial statements taken as a whole, presents fairly in all material respects the information required to be included therein.

Davidson & Company LLP

Vancouver, Canada | Chartered Professional Accountants

November 13, 2019

JEWETT-CAMERON TRADING COMPANY LTD. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENT SCHEDULE
SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS
AUGUST 31, 2018

	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions Credited to Costs and Expenses	Deductions From Reserves	Balance at End of Year
August 31, 2019					
Allowance deducted from related Balance sheet account:					
Inventory	$ 75,336	$ 164,229	$ -	$ 120,208	$ 119,357
Accounts Receivable	$ -	$ -	$ -	$ -	$ -
August 31, 2018					
Allowance deducted from related Balance sheet account:					
Inventory	$ 156,713	$ 98,481	$ -	$ 179,858	$ 75,336
Accounts Receivable	$ 1,725	$ -	$ 1,725	$ -	$ -

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

--- No Disclosure Necessary ---

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Principal Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"). Based on that evaluation our Chief Executive Officer and Principal Financial Officer have concluded that as of the end of the period covered by this report our disclosure controls and procedures are effective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized, and reported in a timely manner, and (2) accumulated and communicated to our management including our Chief Executive Officer and Principal Financial Officer as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under supervision and with the participation of our management including our Chief Executive Officer and Principal Financial Officer we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation our management concluded that our internal control over financial reporting was effective as of August 31, 2019.

This Annual Report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-K.

Changes in Internal Controls

There has been no change in our internal control over financial reporting that occurred during our most recent fiscal year that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

--- No Disclosure Necessary ---

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Table No. 4 lists as of November 1, 2019 the names of the Directors of the Company. The Directors will serve until the next Annual Shareholders' Meeting or until a successor is duly elected, unless the office is vacated in accordance with the Articles/By-Laws of the Company. All of the Directors are citizens of the United States.

Table No. 4
Directors

Name	Age	Date First Elected Or Appointed
Geoff Guilfoy (1) (2)	69	August 2019
Charles Hopewell	63	February 2017
Sarah Johnson (1) (2)	40	July 2017
Chris Karlin (1) (2)	58	December 2018
Frank G. Magdlen (1) (2)	72	January 2013
Michael C. Nasser	72	May 2019

(1) Member of Audit Committee.
(2) Member of Compensation Committee.

Table No. 5 lists, as of November 1, 2019, the names of the executive officers of the Company. The executive officers serve at the pleasure of the Board of Directors. All executive officers are residents and citizens of the United States and spend 100% of their time on the affairs of the Company.

Table No. 5
Executive Officers

Name	Position	Age	Date of Board Approval
Charles Hopewell	President and Chief Executive Officer	63	February 2017
Michael C. Nasser	Corporate Secretary	72	July 1987

Family Relationships/Other Relationships/Arrangements

There are no arrangements or understandings between any two or more directors or executive officers, pursuant to which he/she was selected as a director or executive officer. There are no family relationships, material arrangements or understandings between any two or more directors or executive officers.

Written Management Agreements
--- No Disclosure Necessary ---

Business Experience

Charles E. Hopewell has over 35 years of experience in senior management positions with manufacturing companies, including serving as CEO of Sunset Manufacturing Inc, Neilsen Manufacturing Inc, and COO of Aluminite Corporation. In his past positions as COO or CEO, he has been involved in all organizational aspects, including sales and marketing, plant and equipment, personnel, and finance. He received a degree in Finance from the University of Oregon and an MBA from Willamette University's Atkinson Graduate School of Management. Mr. Hopewell has also worked extensively in local and statewide workforce policy and K-12 CTE education at a Board level, and continues his involvement with the Oregon Workforce Investment Board and the Oregon Talent Council.

Michael C. Nasser has over 40 years of experience in sales and sales management and has worked in this capacity for the Company since its inception. Prior to this he worked for companies including Sunrise Forest Products and Oregon Pacific Industries. Mr. Nasser is a graduate of Portland State University.

Geoff Guilfoy is a management consultant with over 40 years of experience, including over 20 years in management consulting, 17 years in State Government management, and an additional 4 years in the private and non-profit sectors. Prior to founding Lumen Leaders LLC in 2013, he was the partner in charge of the management consulting group at AKT LLP, a regional CPA and business consulting firm. For 28 years, he was an Executive Professor at Willamette University's Atkinson Graduate School of Management teaching courses on management consulting, nonprofit management, and government. He currently serves on the Board of Directors of Medical Teams International and is a former National Board Member of the Institute of Management Consultants USA, and a former Board Member of Co-Serve International. He has a Bachelor of Science, Management (Accounting) from San Jose State University and an MBA from Willamette University.

Sarah Johnson has significant experience in supply chain management and best practices, including the planning and implementation of improvements to both the manufacturing and supply processes. She is currently Global Raw Materials Planning Manager at Columbia Sportswear. Previously, she served as the Global Buying Manager and as a Business Process Analyst and Senior Global Buyer at Columbia, which included working with International vendors, principally in Asia and Canada. Ms. Johnson is a graduate of Gonzaga University in Spokane, Washington.

Chris Karlin is a retired banker who began his banking career in 1980. He served as the Senior Vice President and Manager of U.S. Bank's National Government Banking Division from 2005 to 2014 and was responsible for the strategic vision of the group. He joined U.S. Bank in 1993 as a Relationship Manager in the National Corporate Division. He has also served as a Regional Manager for the Treasury Management Division in Minneapolis. Prior to joining U.S. Bank, Chris was with Mitsubishi Bank, serving as Group Manager in its Chicago and Columbus offices, focusing on public finance and large corporate markets. Chris is a past Chair of the Oregon Bankers Association (OBA), serves as the Adviser for its Leadership Program and serves on the Board of the OBA's Education Foundation. Chris has degrees in Economics and Finance from Fort Hays State University (Kansas) and a Master of International Management from the Thunderbird School of International Management (Arizona).

Frank G. Magdlen is a Chartered Financial Analyst and Chairman of the Audit Committee. He has over 40 years of business experience during which he held various financial services positions specializing in investment banking, research on small capitalization companies and portfolio management. Since 1999, he has been managing investment banking activities at GarWood Securities, LLC and The Robins Group, LLC / Crown Point Group Ltd. Mr. Magdlen has an MBA from University of Southern California, and an undergraduate degree from University of Portland.

Involvement in Certain Legal Proceedings

There have been no events during the last five years that are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person including:

1) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2) Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations/other minor offenses);
3) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently enjoining, barring, suspending or otherwise limiting his/her involvement in any type of business, securities or banking activities; and
4) Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Audit Committee Financial Expert

Our Board of Directors has determined that Frank G. Magdlen is the "audit committee financial expert", as defined in Item 401(h) of Regulation S-K. Mr. Magdlen is independent as that term is used in Section 240.14a-101 under the Exchange Act and as defined under NASDAQ Rule 4200(a)(15).

Audit Committees

The Company has an Audit Committee, which recommends to the board of directors the engagement of the independent auditors of the Company and reviews with the independent auditors the scope and results of the Company's audits, the Company's internal accounting controls, and the professional services furnished by the independent auditors to the Company. The board of directors, in light of the increased responsibilities placed on the Audit Committee during 2002 by the Sarbanes-Oxley Act and the SEC, adopted an Amended and Restated Charter in late 2002.

The Audit Committee is directly responsible for the appointment, compensation and oversight of auditors; and concerns about accounting and auditing matters; and has the authority to engage independent counsel and other outside advisors.

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to grant pre-approvals required by this policy / procedure. The decisions of any Audit Committee member to whom authority is delegated to pre-approve a service shall be presented to the Audit Committee at its next scheduled meeting.

In accordance with the requirements of the U.S. Sarbanes-Oxley Act of 2002 and rules issued by the Securities and Exchange Commission, the Company introduced a procedure for the review and pre-approval of any services performed by Davidson & Company, LLP Chartered Accountants, including audit services, audit related services, tax services and other services. The procedure requires that all proposed engagements of Davidson & Company, LLP Chartered Accountants for audit and permitted non-audit services are submitted to the Audit Committee for approval prior to the beginning of any such services.

The current members of the Audit Committee are Frank Magdlen (Chairman), Geoff Guilfoy, Sarah Johnson, and Chris Karlin. All current members of the Audit Committee are "independent" within the meaning of the new regulations from the SEC regarding audit committee membership. The Audit Committee met two times in fiscal 2018 and six times in fiscal 2019.

On August 11, 2017, the Company received notice from NASDAQ that since the Company had only 2 independent directors on the Audit Committee, it was not in compliance with NASDAQ's audit committee requirements under Listing Rule 5605. NASDAQ granted the Company a cure period to regain compliance which extended until (i) the earlier of the Company's next annual shareholders' meeting or July 24, 2018; or (ii) if the next annual shareholders' meeting is held before January 22, 2018, then the Company must evidence compliance no later than January 22, 2018.

On December 13, 2017, the Company appointed independent director Sarah Johnson to the Audit Committee as the required third independent member. On January 11, 2018, the Company received noticed from NASDAQ that it had regained compliance with Listing Rule 5605.

Compensation Committee

The Company has a Compensation Committee which recommends to the Board of Directors on compensation matters for the Company, including compensation plans and benefits of executive officers and directors. This includes determining the compensation for senior management, the form and amounts of Director compensation, the size and recipients of bonuses, and equity incentive plans, including the grant of options and other awards. The Committee will also recommend executive appointments and complete annual performance evaluations of the Chief Executive Officer and Chief Financial Officer. The Committee also advises on succession plan matters and has the authority to retain outside advisors or consultants.

The Committee operates under a written charter, which requires the Committee to consist of at least three members appointed by the Board. The members shall be independent directors, and the Board will designate one member as Chairman of the Committee. The Committee shall meet a minimum of one time per year.

Current members of the Compensation Committee are Sarah Johnson (Chair), Geoff Guilfoy, Chris Karlin, and Frank Magdlen. The Committee met one time in fiscal 2018 and two times in fiscal 2019.

Compliance with Section 16(a) of the Exchange Act

The Company has reviewed the Forms 3 and 4 furnished to the Company under Rule 16a-3(e) of the Securities Exchange Act during the most recent fiscal year and the Forms 5 furnished to the Company with respect to its most recent fiscal year, as well as any written representations received by the Company from persons required to file such forms. Management has determined there was one report that failed to be filed on a timely basis as required by Section 16(a) of the Securities Exchange Act during the most recent fiscal year, as the initial Form 3 for Chris Karlin was filed late.

Code of Ethics

The Company has a written "code of ethics" that meets the United States' Sarbanes-Oxley standards. The code is posted on the Company's website.

Limitation of Liability and Indemnification

Our certificate of incorporation limits the personal liability of our board members for breaches by them of their fiduciary duties. Our bylaws also require us to indemnify our directors and officers to the fullest extent permitted by British Columbia law. British Columbia law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except liability for any of the following acts:

a. any breach of their duty of loyalty to the Company or its stockholders;
b. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
c. unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions; and
d. any transaction from which the director derived an improper personal benefit.

Such limitation of liability may not apply to liabilities arising under the federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission. In addition, British Columbia laws also permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether indemnification would be permitted under British Columbia law. We currently maintain liability insurance for our directors and executive officers.

Among other things, this will provide for indemnification of our directors and executive officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person's services as a director or executive officer of ours, any subsidiary of ours or any other company or enterprise to which the person provided services at our request. We believe that these provisions and agreements are necessary to attract and retain qualified persons as directors and executive officers.

ITEM 11. EXECUTIVE COMPENSATION

Table No. 6 details compensation paid or accrued for fiscal 2019, 2018 and 2017 for the Company's chief executive officer, each of the Company's most highly compensated executive officers who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds $100,000 per year.

		Annual Compensation			Long-term Compensation: Awards		Long-term Compensation: Payouts	
Name and Principal Position	**Fiscal Year**	**Salary**	**Bonus**	**Other Annual Comp.**	**Restricted Stock Awards**	**Securities Underlying Options/ SARS (#)**	**LTIP Payouts**	**All Other Comp.** (1)
Charles Hopewell, President, Chief Executive Officer, Principal Financial Officer								
	2019	$190,000	$ 20,000	$ -	$ -	$ -	$ -	$ 9,000
	2018	$178,333	$112,221	$ -	$ -	$ -	$ -	$ 5,167
	2017	$134,244	$ -	$ -	$ -	$ -	$ -	$ -
Michael Nasser, Corporate Secretary								
	2019	$177,000	$ 70,000	$ -	$ -	$ -	$ -	$ 9,000
	2018	$177,000	$ 50,000	$ -	$ -	$ -	$ -	$ 10,000
	2017	$177,000	$ 50,000	$ -	$ -	$ -	$ -	$ 15,000
Donald Boone, President, Chief Executive Officer, Treasurer, Principal Financial Officer (2) (3)								
	2017	$ 9,334	$ -	$ -	$ -	$ -	$ -	$ 4,940

(1) "All Other Compensation" relates to the Company's 401K contributions for each individual.
(2) Effective April 1, 2015, Donald Boone voluntarily reduced his salary from $36,000 annually to $9.25 hourly.
(3) Donald Boone resigned his officer positions effective February 7, 2017.

The Company may grant stock options to directors, executive officers and employees. The Company has a 401(k) Plan which allows for a non-elective discretionary contribution based on the first $45,000 of eligible compensation, which was decreased from the prior $50,000 during the second quarter of fiscal 2018 and from $60,000 of eligible compensation during the second quarter of fiscal 2017.

Other than participation in the Company's Restricted Share Plan and 401(k), no funds were set aside or accrued during fiscal 2019 to provide pension, retirement or similar benefits for directors or executive officers.

The Company has no plans or arrangements with respect to remuneration received or that may be received by executive officers of the Company to compensate such executive officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control.

No executive officer or director received other compensation in excess of the lesser of $25,000 or 10% of such officer's cash compensation, and all executive officers or directors as a group did not receive other compensation, which exceeded $25,000 times the number of persons in the group or 10% of the compensation.

Except for our Restricted Stock Plan and 401(k) Plan, we have no material stock option plan, bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers. Michael Nasser and Charles Hopewell received bonuses, which were determined and approved by the Board of Directors.

The Board approved a non-qualified Profit Sharing plan for employees who did not receive any other form of commission or bonus. The plan is formula based proportionately balancing years of service and compensation. The Board has year-to-year responsibility to review the amount funded to the program and the overall program will be based on a percentage of operating or pre-tax profit.

Restricted Share Plan

The Company has a Restricted Share Plan which allows the Company to grant restricted shares as compensation to directors, officers, employees and consultants of the Company. The Restricted Shares are subject to restrictions, including the period under which the shares will be restricted and subject to forfeiture which is determined by the Board at the time of the grant. The recipient of Restricted Shares is entitled to all of the rights of a shareholder, including the right to vote such shares and the right to receive any dividends, except that the shares granted under the Plan are nontransferable during the Restricted Period.

The maximum number of Common Shares reserved for issuance under the Plan will not exceed 1% of the then issued and outstanding number of Common Shares at the time of the grant. During the year ended August 31, 2019, the Company issued 2,294 common shares (fiscal 2018 – Nil) under the Restricted Share Plan.

401(k) Plan

The Company has a 401(k) Plan which allows for a non-elective discretionary contribution based on the first $45,000 of eligible compensation, which was decreased from the prior $50,000 during the second quarter of fiscal 2018. Beginning in fiscal 2019, the Company also reduced the percentage amount of the discretionary contribution while adding a matching contribution, which is designed to encourage employees to participate with their own contributions. For the years ended August 31, 2019 and 2018 the 401(k) compensation expense was $295,557 and $363,606, respectively. The contributions for Charles Hopewell were $9,000 and $5,167 for the fiscal years ended August 31, 2019 and 2018 respectively. The contributions for Michael Nasser were $9,000 and $10,000 for the fiscal years ended August 31, 2019 and 2018 respectively. There are no un-funded liabilities.

Stock Options

The Company may grant stock options to purchase securities to directors and employees on terms and conditions acceptable to the regulatory authorities in Canada, notably the Ontario Securities Commission and the British Columbia Securities Commission. The Company has no formal written stock option plan.

Under our stock option program, stock options for up to 10% of the number of our issued and outstanding common shares may be granted from time to time, provided that stock options in favor of any one individual may not exceed 5% of our issued and outstanding common shares. No stock option granted under the stock option program is transferable by the optionee other than by will or the laws of descent and distribution, and each stock option is exercisable during the lifetime of the optionee only by such optionee.

The exercise price of all stock options granted under the stock option program must be at least equal to the fair market value (subject to regulated discounts) of such common shares on the date of grant, and the maximum term of each stock option may not exceed ten years and are determined in accordance with Toronto Stock Exchange ("TSX") guidelines.

No options were granted during fiscal 2019 or fiscal 2018, and as of August 31, 2019 there were no options outstanding.

Long-Term Incentive Plan / Defined Benefit or Actuarial Plan

During fiscal 2019 the Company had no Long-Term Incentive Plan ("LTIP") and no LTIP awards were made. Also, during fiscal 2019 the Company had no Defined Benefit or Actuarial Plan.

Compensation Committee Interlocks and Insider Participation

The Company's Compensation Committee consists of 4 independent directors. None of the members of the Compensation Committee served as an officer or employee of the Company in the prior fiscal year.

No board of director member and none of our executive officers have a relationship that would constitute an interlocking relationship with executive officers and directors of another entity.

Employment Contracts
Termination of Employment and Change-in-Control Arrangements
--- No Disclosure Necessary ---

Director Compensation

The Company is compensating directors at the rate of $1,000 per month as of January 1, 2019. Directors are also entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board of Directors. The Board of Directors may award special remuneration to any director undertaking any special services on behalf of the Company other than services ordinarily required of a director. During fiscal 2019 the following cash payments were paid to directors to compensate them for board meetings attended: Charles Hopewell $Nil (2018 - $Nil); Donald Boone $Nil (2018 - $Nil); Frank Magdlen $10,600 (fiscal 2018 - $2,600), Geoff Guilfoy $3,600 (fiscal 2018 - $2,333); Sarah Johnson $10,600 (fiscal 2018 -$2,167); and Chris Karlin $8,800 (fiscal 2018 - $nil).

Executive Officer Compensation

The Company's Compensation Committee provides advice and recommendations to the Board of Directors on compensation and benefits for executive officers. As in prior years all judgments regarding executive compensation for fiscal 2019 were based primarily upon our assessment of each executive officer's performance and contribution towards enhancing long-term shareowner value. We rely upon judgment and not upon rigid guidelines or formulas or short-term changes in our stock price in determining the amount and mix of compensation for each executive officer.

The basis for Donald Boone's compensation as President and CEO was set many years ago, and this compensation remained unchanged at his request. This amount of compensation was substantially less than what would ordinarily be considered as normal compensation for being Chief Executive Officer of the Company. During fiscal 2015, Mr. Boone requested that his compensation be reduced from $36,000 annually to $9.25 per hour, the then current minimum wage in the State of Oregon. The reduction was approved by the Board of Directors and became effective April 1, 2015 until his resignation from his executive officer positions effective February 7, 2017.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The Company is a publicly owned corporation. It is not controlled directly or indirectly by another corporation or any foreign government.

Table No. 7 shows directors, executive officers, and 5% shareholders who beneficially owned the Company's common stock and the amount of the Company's voting stock owned as of November 1, 2019.

Table No. 7.
Shareholdings of Directors, Executive Officers,
and 5% Shareholders

Class	Name and Address of of Beneficial Owner	Amount of Beneficial and Voting Ownership	Percent of Class (1)
Common	Donald Boone Estate Trust	1,256,488	31.6%
Common	Michael C. Nasser	331,888	8.4%
Common	Charles E. Hopewell	12,294	0.3%
Common	Geoff Guilfoy	Nil	-
Common	Sarah Johnson	Nil	-
Common	Chris Karlin	Nil	-
Common	Frank Magdlen	Nil	-
Total directors, executive officers, and 5% shareholders		1,600,670	40.3%

(1) Based on 3,971,282 shares outstanding as of November 1, 2019.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

There have been no transactions or proposed transactions, which have materially affected or will materially affect the Company in which any director, executive officer, or beneficial holder of more than 5% of the outstanding common stock, or any of their respective relatives, spouses, associates or affiliates has had or will have any direct or material indirect interest.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The audit committee is directly responsible for the appointment, compensation and oversight of auditors; and has the authority and the funding to engage independent counsel and other outside advisors.

The audit committee may delegate to one or more designated members of the audit committee the authority to grant pre-approvals required by this policy and procedure. The decisions of any audit committee member to whom authority is delegated to pre-approve a service shall be presented to the audit committee at its next meeting.

In accordance with the requirements of the U.S. Sarbanes-Oxley Act of 2002 and rules issued by the Securities and Exchange Commission, we introduced a procedure for the review and pre-approval of any services performed by Davidson & Company, LLP Chartered Accountants, including audit services, audit related services, tax services and other services. The procedure requires that all proposed engagements of Davidson & Company, LLP Chartered Accountants for audit and permitted non-audit services are submitted to the finance and audit committee for approval prior to the beginning of any such services.

Fees, including reimbursements for expenses and for professional services rendered by Davidson & Company, LLP Chartered Accountants to the Company were:

Principal Accountant Fees and Services	**Fiscal Year 2019**	**2018**
Audit fees	$ 90,000	$ 90,000
Tax fees	5,000	4,750
All other fees (1)	24,750	24,750
Total	$ 119,750	$ 119,500

(1) FY2019: $8,250 to review the Q1 Form 10Q
$8,250 to review the Q2 Form 10Q
$8,250 to review the Q3 Form 10Q

FY2018: $8,250 to review the Q1 Form 10Q
$8,250 to review the Q2 Form 10Q
$8,250 to review the Q3 Form 10Q

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(A) Financial Statements and Schedules:

(B) Exhibits:

2. Plan of acquisition, reorganization, arrangement, liquidation or succession:
No Disclosure Necessary
3. Articles of Incorporation/By-Laws:
Incorporated by reference to Form 10 Registration Statement, as amended.

3.1 Amended and Restated Articles of Incorporation of Jewett-Cameron Lumber Corporation
(filed as an exhibit to the 10-Q Quarterly Report filed on January 13, 2014)

3.2 Articles of Incorporation of Jewett-Cameron Company.
(filed as an exhibit to the 10-Q Quarterly Report filed on January 13, 2014)

4. Instruments defining the rights of holders, including indentures
--- Refer to Exhibit #3 ---

9. Voting Trust Agreements: No Disclosure Necessary.

10. Material Contracts:
Incorporated by reference to Form 10 Registration Statement, as amended.

11. Statement re Computation of Per Share Earnings: No Disclosure Necessary

12. Statements re computation of ratios: No Disclosure Necessary

13. Annual Report to security holders, Form 10-Q or quarterly report to security holders:
No Disclosure Necessary

14. Code of Ethics: No Disclosure Necessary

16. Letter on Change of Certifying Accountant: No Disclosure Necessary

18. Letter on change in accounting principles: No Disclosure Necessary

21. Subsidiaries of the Registrant: Refer to page 4 of this Form 10-K

22. Published report regarding matters submitted to vote
No Disclosure Necessary

23. Consent of Experts and Counsel: No Disclosure Necessary

24. Power of Attorney: No Disclosure Necessary

31.1 Certification of Chief Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act, Charles Hopewell

32.1 Certification of Chief Executive Officer and Principal Financial Officer pursuant to 18 U.S.C., 1350 (Section 906 of the Sarbanes-Oxley Act), Charles Hopewell

99. Additional Exhibits: No Disclosure Necessary

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURE PAGE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Jewett-Cameron Trading Company Ltd.
Registrant

Dated: November 13, 2019

By: */s/ "Charles E. Hopewell"*
Charles E. Hopewell,
President, CEO, Principal
Financial Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: November 13, 2019

By: */s/ "Charles E. Hopewell"*
Charles E. Hopewell,
President, CEO, Principal
Financial Officer and Director

Dated: November 13, 2019

By: */s/ "Michael C. Nasser*
Michael C. Nasser,
Corporate Secretary and Director

Dated: November 13, 2019

By: */s/ "Geoff Guilfoy"*
Geoff Guilfoy,
Director

Dated: November 13, 2019

By: */s/ "Sarah Johnson"*
Sarah Johnson,
Director

Dated: November 13, 2019

By: */s/ "Chris Karlin*
Chris Karlin,
Director

Dated: November 13, 2019

By: */s/ "Frank Magdlen"*
Frank Magdlen,
Director