

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 16, 2023**

JEWETT-CAMERON TRADING COMPANY LTD.

(Exact name of registrant as specified in its charter)

BRITISH COLUMBIA

*(State or other jurisdiction
of incorporation)*

000-19954

*(Commission
File Number)*

00-000000

*(IRS Employer
Identification No.)*

32275 N.W. Hillcrest, North Plains, OR 97133

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(503) 647-0110**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

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	JTCF	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth 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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 16, 2023, the Company announced that its Board of Director's has approved an Advance Notice Policy for the Company.

The Advance Notice Policy provides shareholders, directors and management with a precise framework for advance notice of nominations of directors by its shareholders. Among other things, the Advance Notice Policy fixes a deadline by which shareholders must submit nominations to the Company before any annual or special meeting of the shareholders, and sets forth the minimum information that a shareholder must include in such notice.

The Advance Notice Policy is effective immediately, and the Company's common shareholders will be asked to approve the Advance Notice Policy at the next meeting of shareholders.

Item 9.01 Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Jewett-Cameron News Release dated May 16, 2023
99.2	Jewett-Cameron's Advance Notice Policy
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

JEWETT-CAMERON TRADING COMPANY LTD.

Date: May 18, 2023

By: /s/ "Chad Summers"

Name: Chad Summers

Title: Chief Executive Officer and Director

Jewett-Cameron announces adoption of Advance Notice Policy

North Plains, Oregon May 16, 2023 - Jewett-Cameron Trading Company Ltd. (the "Company") (NASDAQ: JCTCF) announces that its Board of Directors has adopted an Advance Notice Policy for the Company (the "**Advance Notice Policy**").

The Company believes in strong corporate governance for the benefit and protection of its shareholders. The purpose of the Advance Notice Policy is to provide shareholders, directors and management with a precise framework for advance notice of nominations of directors by its shareholders. Among other things, the Advance Notice Policy fixes a deadline by which shareholders must submit nominations to the Company before any annual or special meeting of the shareholders, and sets forth the minimum information that a shareholder must include in such notice.

In the case of an annual general meeting of its shareholders, notice to the Company must be made not less than 30 days and no more than 65 days before the date of the meeting; provided, however, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the meeting date was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of its shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the meeting date was made.

The Advance Notice Policy is effective immediately, and the Company's common shareholders will be asked to approve the Advance Notice Policy at the next meeting of shareholders, as required by corporate law. The full text of the Advance Notice Policy can be viewed under the Company's online SEDAR profile at www.sedar.com.

On Behalf of the Board of Directors

“Chad Summers”, Chief Executive Officer

Jewett-Cameron Trading Company Ltd.

chad@jewettcameron.com

Jewett-Cameron Trading Company is a holding company that, through its subsidiaries, operates out of facilities located in North Plains, Oregon. Jewett-Cameron Company's business consists of the manufacturing and distribution of patented and patent pending specialty metal products, wholesale distribution of wood products, and seed processing and sales. The Company's brands include Lucky Dog®, for pet products; Adjust-A-Gate™, Fit-Right®, Perimeter Patrol®, Infinity Euro Fence, and Lifetime Post™ for gates and fencing; and Early Start, Spring Gardner™, Greenline®, and Weatherguard for greenhouses. Additional information about the Company and its products can be found the Company's website at www.jewettcameron.com

This document contains certain forward looking statements which involve known and unknown risks, delays, and uncertainties not under the corporations control which may cause actual results, performance or achievements of the corporation's to be materially different from the results, performance or expectation implied by these forward looking statements. Certain statements set out in this News Release constitute forward-looking statements. Forward-looking statements (i) are often, but not always, identified by the use of words such as “expect”, “may”, “could”, “anticipate”, or “will”, and similar expressions; (ii) are subject to a variety of known and unknown risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements.

ADVANCE NOTICE POLICY

A policy relating to certain procedural requirements for the election of directors of JEWETT-CAMERON TRADING COMPANY LTD. (the "**Company**")

INTERPRETATION

1.1 Definitions: In this policy, unless the context otherwise requires:

- (a) "Act" means the British Columbia *Business Corporations Act* as amended from time to time and any Act that may be substituted therefor, including the regulations under the Act, as amended from time to time;
- (b) "articles" means the articles of the Company as from time to time amended or restated;
- (c) "board" means the board of directors of the Company;
- (d) "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com; and
- (e) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

NOMINATIONS OF DIRECTORS

1.2 Nomination Procedures: Subject only to the Act and the articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company at any meeting of shareholders of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders, if one of the purposes for which the special meeting was called is the election of directors:

- (a) by or at the direction of the board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal or a requisition made in accordance with the provisions of the Act; or
- (c) by any person (a "**Nominating Shareholder**"):
 - (i) who, on the date of the giving of the notice provided for below in this policy and on the record date for notice of such meeting, is a registered holder or beneficial owner of shares that are entitled to be voted at such meeting; and
 - (ii) who complies with the notice procedures set forth below in this policy.

1.3 Timely Notice: In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Company at the principal executive offices of the Company.

1.4 Manner of Timely Notice: To be timely, a Nominating Shareholder's notice to the Secretary of the Company must be made:

- (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the tenth (10th) day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

1.5 Proper Form of Timely Notice: To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Company must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation or employment of the person;
 - (iii) the number of shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
 - (iv) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws; and
- (b) as to the Nominating Shareholder giving the notice:
 - (i) the number of shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by the Nominating Shareholder;
 - (ii) any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company; and
 - (iii) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

1.6 Eligibility for Nomination as a Director: No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this policy; provided, however, that nothing in this policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairperson of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

1.7 Delivery of Notice: Notwithstanding any other provision of this policy, notice given to the Secretary of the Company pursuant to this policy may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

1.8 Board Discretion: Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this policy.

MADE by the board of directors the 5th day of May, 2023.

/s/ "Chad Summers"

Chad Summers, Chief Executive Officer