



AIRBOSS OF AMERICA CORP.

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NEWS RELEASE

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AIRBOSS ANNOUNCES ADOPTION OF BY-LAW AMENDMENTS

AirBoss of America Corp. (the "**Company**") (TSX:BOS) announces that its Board of Directors has adopted amendments to the Company's by-laws in order to: (a) adopt an advance notice by-law (the "**Advance Notice By-law**"); (b) increase the quorum required to transact business at a meeting of shareholders of the Company; and (c) allow for the electronic transfer of securities (collectively, the "**By-law Amendments**").

Advance Notice By-law

The Advance Notice By-law provides a transparent process for shareholders to follow for director nominations and sets out a reasonable time frame for the submissions of nominees and the accompanying information. The purpose of the Advance Notice By-law is to facilitate an orderly and efficient meeting process and will ensure that all shareholders receive adequate notice of the nominations to be considered at a meeting and sufficient information with respect to the nominees. This allows the Company and its shareholders to evaluate each nominee's qualifications and suitability as a director of the Company so shareholders can exercise their voting rights in an informed manner, whether in person or by proxy. The Advance Notice By-law is similar to the advance notice by-laws adopted by many other Canadian public companies.

The Advance Notice By-law requires advance notice to the Company in circumstances where nominations of persons for election to the Board are made by shareholders other than pursuant to a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (Ontario) (the "**Act**") or a shareholder proposal made pursuant to the provisions of the Act. Among other things, the Advance Notice By-law fixes a deadline by which shareholders must submit a notice of director nominations to the Company prior to any annual or special meeting of shareholders where directors are to be elected and sets forth the information that a shareholder must include in the notice for it to be valid. In the case of an annual general meeting of shareholders, notice to the Secretary of the Company must be made not less than 30 days prior to the date of the meeting; provided, however, that for annual general meetings held on a date that is less than 50 days after the first public announcement of the meeting, notice must be given not later than the close of business on the 10th day following such announcement. In the case of a special meeting (which is not also an annual general meeting) of shareholders, notice to the Secretary of the Company must be made not later than the close of business on the 15th day following the date on which the first public announcement of the meeting was made.

Increased Quorum

The Company's by-laws previously provided that a quorum for all business could be constituted by as little as two shareholders, personally present or represented by proxy, without any reference to the number of votes such shareholders hold or represent. Consistent with good corporate governance standards, the By-law Amendments increase quorum to require two or more persons to be present holding or representing by proxy at least 25% of the eligible votes at the relevant meeting for all business except the choice of a chair of the meeting and for the adjournment of a meeting to a fixed time and place.

Electronic Transfer of Securities

The By-law Amendments permit securities of the Company to be held in uncertificated (or book-entry) form and will allow for the electronic transfer of such securities required to support systems like the Direct Registration System ("**DRS**"). DRS provides for electronic direct registration of securities in an investor's name on the books of the transfer agent or issuer, and allows shares to be transferred between a transfer agent and broker electronically. DRS provides investors with an alternate approach to holding their securities in certificate or "street" form. Under DRS, investors can elect to have their securities registered directly on the issuer's records in book-entry form. An investor electing to hold a security in a DRS book-entry position will receive a statement from the issuer or its transfer agent evidencing ownership of the security. The investor can subsequently transfer electronically the DRS book-entry position to their bank or broker/dealer.

Effectiveness and Shareholder Ratification

The By-law Amendments (including the Advance Notice By-law) are effective immediately. At the next meeting of shareholders of the Company, shareholders will be asked to confirm and ratify the By-law Amendments. If the By-law Amendments are not confirmed by an ordinary resolution of shareholders, they will be of no further force and terminate. A copy of the By-law Amendments has been filed under the Company's SEDAR profile at www.sedar.com.

AirBoss of America Corp. is a group of complementary businesses using compounding technology and engineering expertise to create value for its customers. With a capacity to supply over 250 million pounds of rubber annually, AirBoss Rubber Compounding is one of North America's largest custom rubber compounding companies. AirBoss Engineered Products is a world leader in the supply of life saving products for the military and essential calendered, extruded and moulded products for a broad range of applications. AirBoss Flexible Products is a leading supplier of innovative anti-vibration solutions to the North American automotive market. The Corporation's shares trade on the TSX under the symbol BOS. Visit www.airbossofamerica.com.

Contact: Lisa Swartzman, President or Gren Schoch, CEO at 905-751-1188.

AIRBOSS FORWARD LOOKING STATEMENT DISCLAIMER

Certain statements contained or incorporated by reference herein, including those that express management's expectations or estimates of future developments or AirBoss' future performance, constitute "forward-looking statements" within the meaning of applicable securities laws, and can generally be identified by words such as "will", "may", "could" "expects", "believes", "anticipates", "forecasts", "plans", "intends" or similar expressions. These statements are not historical facts but instead represent management's expectations, estimates and projections regarding future events and performance.

Forward-looking statements are necessarily based upon a number of opinions, estimates and assumptions that, while considered reasonable by management at the time the statements are made, are inherently subject to significant business, economic and competitive risks, uncertainties and contingencies. AirBoss cautions that such forward-looking statements involve known and unknown contingencies, uncertainties and other risks that may cause AirBoss' actual financial results, performance or achievements to be materially different from its estimated future results, performance or achievements expressed or implied by those forward-looking statements. Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation: impact of general economic conditions; its dependence on key customers; cyclical trends in the tire and automotive, construction, mining and retail industries; sufficient availability of raw materials at economical costs; weather conditions affecting raw materials, production and sales; AirBoss' ability to maintain existing customers or develop new customers in light of increased competition; AirBoss' ability to successfully integrate acquisitions of other businesses and/or companies or to realize on the anticipated benefits thereof, changes in accounting policies and methods, including uncertainties associated with critical accounting assumptions and estimates; changes in the value of the Canadian dollar relative to the US dollar; changes in tax laws and potential litigation; ability to obtain financing on acceptable terms; environmental damage caused by it and non-compliance with environmental laws and regulations; potential product liability and warranty claims and equipment malfunction. This list is not exhaustive of the factors that may affect any of AirBoss' forward-looking statements.

All of the forward-looking information in this press release is expressly qualified by these cautionary statements. Investors are cautioned not to put undue reliance on forward-looking statements. All subsequent written and oral forward-looking statements attributable to AirBoss or persons acting on its behalf are expressly qualified in their entirety by this notice. Forward-looking information contained herein is made as of the date of this press release and, whether as a result of new information, future events or otherwise, AirBoss disclaims any intent or obligation to update publicly these forward-looking statements except as required by applicable laws. Risks and uncertainties about AirBoss's business are more fully discussed in the Management's Discussion and Analysis of Financial Condition and Results of Operations in the 2015 Annual Report to Shareholders under the heading "Risk Factors".