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Third Quarter  
Report  
**2017**

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# REPORT TO THE SHAREHOLDERS

## Third Quarter Fiscal 2017

Consolidated sales for the three-month period ended June 24, 2017, were \$419 million, as compared to \$376 million in the same quarter a year ago. The Company generated net earnings of \$17 million or \$0.17 per share in the June 2017 quarter compared to net earnings of \$9 million or \$0.09 per share in the June 2016 quarter. Operating earnings before depreciation, amortization and other items (adjusted EBITDA) was \$59 million for the three-month period ended June 24, 2017, as compared to adjusted EBITDA of \$26 million a year ago and adjusted EBITDA of \$54 million in the prior quarter.

### **Business Segment Results**

The Specialty Cellulose Pulp segment generated adjusted EBITDA of \$22 million on sales of \$124 million for the quarter ended June 24, 2017, compared to adjusted EBITDA of \$28 million on sales of \$120 million in the March 2017 quarter. Pulp sales were relatively unchanged with higher specialty pulp prices offset by lower shipments. Canadian dollar selling prices for specialty grades improved by \$96 per tonne. While US dollar and euro prices for specialty pulps were relatively unchanged quarter-over-quarter, the increase was largely driven by a more favourable sales mix at the Temiscaming mill as well as a weaker Canadian dollar versus the US dollar. The higher specialty grade prices increased adjusted EBITDA by \$4 million. The selling price of viscose and other grades was similar, as lower US dollar selling prices were offset by currency gains. Shipments were equal to 82% of capacity, compared to 86% in the March 2017 quarter. During the June 2017 quarter, the Temiscaming specialty cellulose pulp mill was idled for nine days due to its major maintenance outage. These occur at 12 month intervals. There were no major maintenance outages in the March 2017 quarter. As a result, the Temiscaming mill produced 7,000 less tonnes in the June 2017 quarter. Manufacturing costs increased by \$7 million quarter-over-quarter, including \$4 million for maintenance material and \$3 million of fixed cost under-absorption associated with the aforementioned productivity decrease. Chemical business adjusted EBITDA increased by \$2 million due to a combination of higher prices and lower costs.

The Forest Products segment generated adjusted EBITDA of \$20 million on sales of \$114 million for the quarter ended June 24, 2017, compared to adjusted EBITDA of \$10 million on sales of \$110 million in the prior quarter. SPF lumber sales increased by \$11 million due primarily to higher prices. The June 2017 quarter also experienced the normal seasonal decline in log sales, which decreased by \$9 million. During the June 2017 quarter, the random length lumber reference price increased by US \$45 per mbf while the reference price for stud lumber increased by US \$76 per mbf. Currency was also favourable as the Canadian dollar averaged US \$0.742, a 1.7% decrease from US \$0.755 in the prior quarter. The combined effect was that Canadian dollar selling prices increased by \$60 per mbf, increasing adjusted EBITDA by \$10 million. Lumber shipments were equal to 87% of capacity, unchanged from the prior quarter. Costs were similar quarter-over-quarter.

The Paper Pulp segment generated adjusted EBITDA of \$15 million on sales of \$99 million in the June 2017 quarter, compared to adjusted EBITDA of \$9 million on sales of \$85 million in the March 2017 quarter. The \$14 million increase in sales was due to higher selling prices and shipments. The benchmark price (delivered China) for bleached eucalyptus kraft (BEK) increased by US \$65 per tonne. US dollar prices for external high-yield pulp shipments followed a similar but less pronounced trend, increasing by US \$40 per tonne quarter-over-quarter. Currency was also favourable as the Canadian dollar decreased versus the US dollar. Overall, average selling prices for external sales in Canadian dollars increased by \$64 per tonne, increasing adjusted EBITDA by \$8 million. Pulp shipments were equal to 102% of capacity in the June 2017 quarter as compared to 95% in the prior quarter. The June 2017 quarter saw increased major maintenance and the two pulp mills produced 3,400 fewer tonnes, with costs increasing by \$2 million.

The Paper segment generated adjusted EBITDA of \$18 million on sales of \$102 million for the quarter ended June 24, 2017, compared to adjusted EBITDA of \$16 million on sales of \$96 million in the March 2017 quarter. The \$6 million increase in sales was due to higher shipments of newsprint and higher prices for coated bleached board. The US dollar reference price for coated bleached board increased by US \$20 per short ton quarter-over-quarter. Overall, average selling prices for coated bleached board were up \$57 per tonne increasing adjusted EBITDA by \$2 million. The coated bleached board shipment to capacity ratio was 103% compared to 106% in the prior quarter. Manufacturing costs increased by \$2 million, primarily for purchased pulp. The US dollar benchmark price for newsprint was unchanged quarter-over-quarter. The newsprint mill experienced a less favourable sales mix and US dollar prices declined by US \$5 per tonne. The previously noted decline in the value of the Canadian dollar offset the price decrease and average selling prices were relatively unchanged quarter-over-quarter. The newsprint shipment to capacity ratio was 92% compared to 79% in the prior quarter. Costs decreased by \$1 million, primarily for electrical energy.

## **Lumber Duty Deposits**

On April 24, 2017, the U.S. Department of Commerce (USDOC) announced its preliminary determination on countervailing duties (CVD) and imposed a preliminary duty rate of 19.88% on the Company's lumber shipments into the U.S. During the June 2017 quarter, the Company incurred an operating expense of \$4 million related to CVD deposits. On June 26, 2017, the USDOC announced its preliminary determination on antidumping duties (ADD) and imposed a preliminary duty rate of 6.87% on the Company's lumber shipments into the U.S. There was no expense in the June 2017 quarter related to ADD deposits.

The Company as well as other Canadian lumber producers and the Federal and Provincial governments strongly disagree with the preliminary determinations made by the USDOC. The Company intends to aggressively defend its position on this matter. More details are provided in the Company's June 2017 quarterly filings.

## **Outlook**

Overall, the June 2017 quarterly results exceeded expectations as several business units generated earnings ahead of forecast. Currency helped all four business segments as the Canadian dollar averaged 1.7% lower versus the US dollar.

The \$6 million decrease in adjusted EBITDA for the Specialty Cellulose segment was expected. The annual major maintenance outage at the Temiscaming mill increased quarterly costs by \$7 million. The Company anticipates continued strong results from this business segment. There will be no major maintenance at either of the two pulp mills in the September 2017 quarter. Lumber markets continued to be strong and US dollar prices increased quarter-over-quarter. The recently announced CVD and ADD preliminary determinations are impacting prices. The Company had anticipated that a portion of the deposits would be passed on to lumber customers in the form of higher prices. The Company incurred a \$4 million charge in the June 2017 quarter for CVD deposits only. ADD deposits will begin in the September 2017 quarter. The Company is subject to the "All Other" preliminary combined rate of 26.75%, which will generate an expense of \$8 million to \$10 million per quarter, depending on the price of lumber. The Paper Pulp segment results exceeded expectations due to strong demand and slower than expected new hardwood pulp capacity start-ups. It appears that high-yield pulp prices have reached their peak and small declines are expected in the second half of the calendar year. The Paper segment generated adjusted EBITDA of \$18 million, which represents another solid quarter for the segment and it should continue to perform well. The coated bleached board market is well balanced leading to continued pricing stability. The newsprint market continues to experience declining demand and will require further capacity reduction to maintain a balanced market.

With trailing twelve-month adjusted EBITDA of \$204 million, including \$18 million of share-based compensation expense, the Company continued to demonstrate the positive impact on margins of the Temiscaming cogeneration project as well as other cost reduction and productivity initiatives. The Company will continue to focus on controllable items such as cost and working capital items with a goal of further improving operating margins. While the CVD and ADD deposits will impact future cash flow, the Company's relatively high liquidity combined with improving margins have put it in a good position to continue to reduce its level of indebtedness and proceed with cost reducing capital expenditures.



James Lopez  
President & C.E.O.

## Management's Discussion and Analysis for the quarter ended June 24, 2017

The following interim Management Discussion and Analysis (MD&A) provides a review of the significant developments and issues that impacted Tembec's financial performance during its third fiscal quarter ended June 24, 2017. The MD&A should be read in conjunction with the unaudited interim consolidated financial statements for the period ended June 24, 2017, and the audited consolidated financial statements and annual MD&A for the fiscal year ended September 24, 2016, included in the Company's Financial Report. Financial data has been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). All financial references are stated in Canadian dollars, unless otherwise noted. All references to quarterly information relate to Tembec's fiscal quarters. Adjusted EBITDA, net debt to total capitalization, free cash flow and certain other financial measures utilized in the MD&A are non-IFRS financial measures. As they have no standardized meaning prescribed by IFRS, they may not be comparable to similar measures presented by other companies. Non-IFRS financial measures are described in the Definitions section of the MD&A.

The interim MD&A includes "forward-looking statements" within the meaning of securities laws. Such statements relate, without limitation, to the Company's or management's objectives, projections, estimates, expectations or predictions of the future and can be identified by words such as "may", "will", "could", "anticipate", "estimate", "expect" and "project", the negative or variations thereof, and expressions of similar nature. Forward-looking statements are based on certain assumptions and analyses made by the Company in light of its experience, information available to it and its perception of future developments. Such statements are subject to a number of risks and uncertainties, including, but not limited to, changes in foreign exchange rates, product selling prices, raw material and operating costs and other factors identified in the Company's periodic filings with securities regulatory authorities, including under the "risk factors" section of the Company's most recent Annual Information Form. Many of these risks are beyond the control of the Company and, therefore, may cause actual actions or results to materially differ from those expressed or implied herein. The forward-looking statements contained herein reflect the Company's expectations as of the date hereof and are subject to change after such date. The Company disclaims any intention to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable securities legislation. The information in the MD&A is as at July 26, 2017, the date of filing in conjunction with the Company's press release announcing its results for the third fiscal quarter of 2017. Disclosure contained in this document is current to that date, unless otherwise stated.

### CONSOLIDATED RESULTS

#### Quarterly Results (\$ millions)

	Fiscal 2016				Fiscal 2017			
	Dec 15	Mar 16	Jun 16	Sep 16	Dec 16	Mar 17	Jun 17	Sep 17
Sales	354	380	376	389	370	387	<b>419</b>	-
Freight and other deductions	47	49	49	48	46	47	<b>51</b>	-
Cost of sales	264	279	284	270	270	266	<b>282</b>	-
SG&A	15	16	16	15	16	16	<b>16</b>	-
Share-based compensation	(1)	-	1	(1)	4	4	<b>11</b>	-
Adjusted EBITDA	29	36	26	57	34	54	<b>59</b>	-
Depreciation and amortization	12	13	13	15	12	13	<b>12</b>	-
Other items	1	-	(5)	-	1	-	<b>9</b>	-
Operating earnings	16	23	18	42	21	41	<b>38</b>	-
Interest, foreign exchange and other	17	22	18	18	16	20	<b>20</b>	-
Foreign exchange loss (gain) on long-term debt	24	(27)	(11)	8	16	(7)	<b>(5)</b>	-
Earnings (loss) before income taxes	(25)	28	11	16	(11)	28	<b>23</b>	-
Income tax expense (recovery)	3	1	2	4	(2)	4	<b>6</b>	-
Net earnings (loss)	(28)	27	9	12	(9)	24	<b>17</b>	-

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### CONSOLIDATED SUMMARY

#### SALES

\$ millions	March 2017	June 2017	Total Variance	Price Variance	Volume & Mix Variance
Forest Products	110	<b>114</b>	4	10	(6)
Specialty Cellulose Pulp	120	<b>124</b>	4	5	(1)
Paper Pulp	85	<b>99</b>	14	8	6
Paper	96	<b>102</b>	6	2	4
Corporate	1	<b>2</b>	1	-	1
	412	<b>441</b>	29	25	4
Less: Intersegment Sales	(25)	<b>(22)</b>	3		
<b>Sales</b>	<b>387</b>	<b>419</b>	<b>32</b>		

Sales increased by \$32 million as compared to the prior quarter. Currency was favourable as the Canadian dollar averaged US \$0.742, a 1.7% decrease from US \$0.755 in the prior quarter. Forest Products segment sales increased by \$4 million due to higher lumber prices, partially offset by lower log shipments. Specialty Cellulose Pulp segment sales increased by \$4 million due to higher selling prices. Paper Pulp segment sales increased by \$14 million due to higher prices and shipments. Paper segment sales increased by \$6 million due to higher shipments and selling prices.

#### ADJUSTED EBITDA

\$ millions	March 2017	June 2017	Total Variance	Price Variance	Cost & Volume Variance
Forest Products	10	<b>20</b>	10	10	-
Specialty Cellulose Pulp	28	<b>22</b>	(6)	5	(11)
Paper Pulp	9	<b>15</b>	6	8	(2)
Paper	16	<b>18</b>	2	2	-
Corporate	(9)	<b>(16)</b>	(7)	-	(7)
	54	<b>59</b>	5	25	(20)

Adjusted EBITDA increased by \$5 million as compared to the prior quarter. The Forest Products segment adjusted EBITDA increased by \$10 million as a result of higher prices. Specialty Cellulose Pulp segment adjusted EBITDA decreased by \$6 million due primarily to higher maintenance costs, partially offset by higher prices. Paper Pulp segment adjusted EBITDA was up \$6 million due to higher selling prices, partially offset by higher costs. Paper segment adjusted EBITDA increased by \$2 million due to higher prices. Corporate costs include \$11 million of share-based compensation expense in the June 2017 quarter as compared to a \$4 million expense in the prior quarter.

#### OPERATING EARNINGS (LOSS)

\$ millions	March 2017	June 2017	Total Variance	Adjusted EBITDA Variance	Depreciation Variance	Other Items Variance
Forest Products	8	<b>14</b>	6	10	-	(4)
Specialty Cellulose Pulp	21	<b>17</b>	(4)	(6)	2	-
Paper Pulp	6	<b>13</b>	7	6	1	-
Paper	15	<b>16</b>	1	2	(1)	-
Corporate	(9)	<b>(22)</b>	(13)	(7)	(1)	(5)
	41	<b>38</b>	(3)	5	1	(9)

The Company generated operating earnings of \$38 million compared to operating earnings of \$41 million in the prior quarter. The previously noted increase in adjusted EBITDA was offset by two other items. The Company incurred a charge of \$4 million related to preliminary countervailing duty (CVD) deposits for lumber shipped to the U.S. The Company also incurred \$5 million of legal and advisory fees related to a proposed transaction whereby Rayonier Advanced Materials Inc. (RYAM) would acquire all of the outstanding common shares of the Company. A more detailed explanation of segment variances is included in the analysis that follows.

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### SEGMENT RESULTS – FOREST PRODUCTS

	March 2017	June 2017	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales - SPF Lumber	80	<b>91</b>	11
Sales - Chips, logs and other <sup>(1)</sup>	30	<b>23</b>	(7)
	<b>110</b>	<b>114</b>	4
Freight and other deductions	11	<b>11</b>	-
Cost of sales	86	<b>80</b>	6
SG&A	3	<b>3</b>	-
Adjusted EBITDA	10	<b>20</b>	10
Depreciation and amortization	2	<b>2</b>	-
Other item - Lumber duty deposits	-	<b>4</b>	(4)
Operating earnings	8	<b>14</b>	6
<b><u>Shipments</u></b>			
SPF (spruce/pine/fir) lumber (mmbf)	163	<b>165</b>	2
<b><u>Benchmark Prices</u></b>			
KD #2 & better delivered G.L. (US \$ per mbf)	427	<b>472</b>	45
KD stud delivered G.L. (US \$ per mbf)	393	<b>469</b>	76

(1) Includes intersegment sales eliminated on consolidation

The Forest Products segment generated adjusted EBITDA of \$20 million on sales of \$114 million for the quarter ended June 24, 2017, compared to adjusted EBITDA of \$10 million on sales of \$110 million in the prior quarter. SPF lumber sales increased by \$11 million due primarily to higher prices. The June 2017 quarter also experienced the normal seasonal decline in log sales, which decreased by \$9 million.

During the June 2017 quarter, the random length lumber reference price increased by US \$45 per mbf while the reference price for stud lumber increased by US \$76 per mbf. Currency was also favourable as the Canadian dollar averaged US \$0.742, a 1.7% decrease from US \$0.755 in the prior quarter. The combined effect was that Canadian dollar selling prices increased by \$60 per mbf, increasing adjusted EBITDA by \$10 million. Lumber shipments were equal to 87% of capacity, unchanged from the prior quarter. Cost were similar quarter-over-quarter.

The Forest Products segment generated operating earnings of \$14 million, compared to \$8 million in the prior quarter. The increase in adjusted EBITDA was partially offset by a lumber duty deposit expense of \$4 million.

On November 25, 2016, the Committee Overseeing Action for Lumber International Trade Investigations or Negotiations (Coalition) filed a petition with the U.S. Department of Commerce (USDOC) and the U.S. International Trade Commission (USITC) to impose duties on imports of Canadian softwood lumber to the U.S. On December 15, 2016, the USDOC agreed to conduct countervailing duty (CVD) and antidumping duty (ADD) investigations of Canadian softwood lumber exports to the U.S.

The preliminary CVD determination was announced on April 24, 2017, and imposed a preliminary duty deposit rate of 19.88% on the Company's lumber shipments to the U.S. effective April 28, 2017. During the June 2017 quarter, the Company recorded a charge of \$4 million related to preliminary CVD deposits for lumber shipped to the U.S. between April 28, 2017 and June 24, 2017.

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

The USDOC also made a preliminary determination that critical circumstances existed, which results in CVD deposits on shipments of lumber applying retroactively effective 90 days prior to the publication of the determination in the Federal Register. For accounting purposes, the Company has not accrued any retroactive CVD for this 90-day period, which is estimated to be \$11 million in total. Management believes that the critical circumstances finding by the USDOC will not be upheld by either the USDOC or the USITC in their final determinations. The Company expects that it will be required to pay this amount in trust pending final determinations by the USDOC and USITC and will record it as a deposit receivable when made. Any adjustments to management's estimates will be made prospectively if assumptions or conclusions change due to new information warranting a change in the estimates.

On June 26, 2017, the USDOC announced the preliminary ADD determination and imposed a duty deposit rate of 6.87% on the Company's lumber shipments to the U.S. effective June 30, 2017. As a result, the preliminary ADD determination did not impact the results of the June 2017 quarter, which ended on June 24, 2017.

As a result of the previously noted critical circumstances finding made by the USDOC, ADD deposits will be required on shipments of lumber applying retroactively effective 90 days prior to the publication of the preliminary ADD determination in the Federal Register. For accounting purposes, the Company has not accrued a retroactive ADD for this 90-day period, which is estimated to be \$3 million in total. As noted previously, management believes that the critical circumstances finding will not be upheld by either the USDOC or the USITC in their final determinations. The Company expects that it will be required to pay this amount in trust pending final determinations by the USDOC and the USITC and will record it as a deposit receivable when made. Any adjustments to management's estimates will be made prospectively if assumptions or conclusions change due to new information warranting a change in the estimates.

The Company and other Canadian forest product companies, the Federal Government and Canadian provincial governments (Canadian Interests) categorically deny the US allegations and strongly disagree with the preliminary determinations made by the USITC and USDOC. Canadian Interests continue to aggressively defend the Canadian industry in this trade dispute. Depending on the outcome of the final phase of the investigation, Canadian Interests may appeal the decision of these administrative agencies to the appropriate courts, North American Free Trade Agreement (NAFTA) panels and the World Trade Organization (WTO). Notwithstanding the preliminary rates established in the investigations, the final liability for the assessment of CVD and ADD will not be determined until the administrative review process is complete. The final amount and the effective rate of CVD and ADD that may be assessed on Canadian softwood lumber exports to the U.S. cannot be determined at this time and will depend on determinations yet to be made by the USDOC and USITC and any reviewing courts, NAFTA or WTO panels to which those determinations may be appealed.

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### SEGMENT RESULTS – SPECIALTY CELLULOSE PULP

	March 2017	<b>June 2017</b>	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales - Pulp	99	<b>99</b>	-
Sales - Chemicals	21	<b>25</b>	4
	120	<b>124</b>	4
Freight and other deductions	10	<b>12</b>	(2)
Cost of sales	78	<b>85</b>	(7)
SG&A	4	<b>5</b>	(1)
Adjusted EBITDA	28	<b>22</b>	(6)
Depreciation and amortization	7	<b>5</b>	2
Operating earnings	21	<b>17</b>	(4)
<b><u>Pulp shipments</u></b>			
Specialty grades (000's tonnes)	51	<b>48</b>	(3)
Viscose and other grades (000's tonnes)	16	<b>16</b>	-
	67	<b>64</b>	(3)
<b><u>Average prices</u></b>			
Specialty grades (C \$ per tonne)	1,535	<b>1,631</b>	96
Viscose and other grades (C \$ per tonne)	1,328	<b>1,324</b>	(4)

The Specialty Cellulose Pulp segment generated adjusted EBITDA of \$22 million on sales of \$124 million for the quarter ended June 24, 2017, compared to adjusted EBITDA of \$28 million on sales of \$120 million in the March 2017 quarter. Pulp sales were relatively unchanged with higher specialty prices offset by lower shipments.

Canadian dollar selling prices for specialty grades improved by \$96 per tonne. While US dollar and euro prices for specialty pulps were relatively unchanged quarter-over-quarter, the increase was largely driven by a more favourable sales mix at the Temiscaming mill as well as a weaker Canadian dollar versus the US dollar. The higher specialty grade prices increased adjusted EBITDA by \$4 million. The selling price of viscose and other grades was similar, as lower US dollar selling prices were offset by currency gains. Shipments were equal to 82% of capacity, compared to 86% in the March 2017 quarter. During the June 2017 quarter, the Temiscaming specialty cellulose pulp mill was idled for nine days due to its major maintenance outage. These occur at 12 month intervals. There were no major maintenance outages in the March 2017 quarter. As a result, the Temiscaming mill produced 7,000 less tonnes in the June 2017 quarter. Manufacturing costs increased by \$7 million quarter-over-quarter, including \$4 million for maintenance material and \$3 million of fixed cost under-absorption associated with the aforementioned productivity decrease. Chemical business adjusted EBITDA increased by \$2 million due to a combination of higher prices and lower costs. Finished goods inventories of specialty cellulose pulp were at approximately 34 days of supply at the end of June 2017, unchanged from the prior quarter.

The Specialty Cellulose Pulp segment generated operating earnings of \$17 million, compared to operating earnings of \$21 million in the March 2017 quarter. The previously noted decrease in adjusted EBITDA led to the decline in operating results.



## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### SEGMENT RESULTS – PAPER PULP

	March 2017	<b>June 2017</b>	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales <sup>(1)</sup>	85	<b>99</b>	14
Freight and other deductions	16	<b>17</b>	(1)
Cost of sales	58	<b>66</b>	(8)
SG&A	2	<b>1</b>	1
Adjusted EBITDA	9	<b>15</b>	6
Depreciation and amortization	3	<b>2</b>	1
Operating earnings	6	<b>13</b>	7
<b><u>Shipments</u></b>			
High-yield pulp (000's tonnes)	121	<b>130</b>	9
Internal (000's tonnes)	15	<b>15</b>	-
Total	136	<b>145</b>	9
<b><u>Benchmark Prices</u></b>			
BEK - delivered China (US \$ per tonne)	590	<b>655</b>	65

(1) Includes intersegment sales eliminated on consolidation

The Paper Pulp segment generated adjusted EBITDA of \$15 million on sales of \$99 million in the June 2017 quarter, compared to adjusted EBITDA of \$9 million on sales of \$85 million in the March 2017 quarter. The \$14 million increase in sales was due to higher selling prices and shipments.

The benchmark price (delivered China) for bleached eucalyptus kraft (BEK) increased by US \$65 per tonne. US dollar prices for external high-yield pulp shipments followed a similar but less pronounced trend, increasing by US \$40 per tonne quarter-over-quarter. Currency was also favourable as the Canadian dollar averaged US \$0.742, a 1.7% decrease from US \$0.755 in the prior quarter. Overall, average selling prices for external sales in Canadian dollars increased by \$64 per tonne, increasing adjusted EBITDA by \$8 million. Pulp shipments were equal to 102% of capacity in the June 2017 quarter as compared to 95% in the prior quarter. The June 2017 quarter saw increased major maintenance and the two pulp mills produced 3,400 fewer tonnes, with costs increasing by \$2 million. Paper pulp inventories were at 18 days of supply at the end of the June 2017 quarter, as compared to 24 days at the end of the March 2017 quarter.

The Paper Pulp segment generated operating earnings of \$13 million in the June 2017 quarter, compared to operating earnings of \$6 million in the prior quarter. The increase in adjusted EBITDA led to the improvement in operating results.

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### SEGMENT RESULTS – PAPER

	March 2017	<b>June 2017</b>	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales	96	<b>102</b>	6
Freight and other deductions	10	<b>11</b>	(1)
Cost of sales	68	<b>71</b>	(3)
SG&A	2	<b>2</b>	-
Adjusted EBITDA	16	<b>18</b>	2
Depreciation and amortization	1	<b>2</b>	(1)
Operating earnings	15	<b>16</b>	1
<b><u>Shipments</u></b>			
Coated bleached board (000's tonnes)	48	<b>46</b>	(2)
Newsprint (000's tonnes)	43	<b>51</b>	8
Total	91	<b>97</b>	6
<b><u>Benchmark Prices</u></b>			
16 pt. Coated bleached board (US \$ per short ton)	1,010	<b>1,030</b>	20
Newsprint - 48.8 gram East Coast (US \$ per tonne)	575	<b>575</b>	-

The Paper segment generated adjusted EBITDA of \$18 million on sales of \$102 million for the quarter ended June 24, 2017, compared to adjusted EBITDA of \$16 million on sales of \$96 million in the March 2017 quarter. The \$6 million increase in sales was due to higher shipments of newsprint and higher prices for coated bleached board.

The US dollar reference price for coated bleached board increased by US \$20 per short ton quarter-over-quarter. Currency was favourable as the Canadian dollar averaged US \$0.742, a 1.7% decrease from US \$0.755 in the prior quarter. Overall, average selling prices for coated bleached board were up \$57 per tonne increasing adjusted EBITDA by \$2 million. The coated bleached board shipment to capacity ratio was 103% compared to 106% in the prior quarter. Manufacturing costs increased by \$2 million, primarily for purchased pulp. Finished goods inventories of coated bleached board were at approximately 48 days of supply at the end of the June 2017 quarter, compared to 51 days at the end of the March 2017 quarter.

The US dollar benchmark price for newsprint was unchanged quarter-over-quarter. The newsprint mill experienced a less favourable sales mix and US dollar prices declined by US \$5 per tonne. The previously noted decline in the value of the Canadian dollar offset the price decrease and average selling prices were relatively unchanged quarter-over-quarter. The newsprint shipment to capacity ratio was 92% compared to 79% in the prior quarter. Costs decreased by \$1 million, primarily for electrical energy. Finished goods inventories of newsprint were at approximately 21 days of supply at the end of the June 2017 quarter, compared to 26 days at the end of the March 2017 quarter.

The Paper segment generated operating earnings of \$16 million, compared to operating earnings of \$15 million in the March 2017 quarter. The previously noted increase in adjusted EBITDA led to the higher operating profitability.

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### SEGMENT RESULTS – CORPORATE

	March 2017	June 2017
<b>Financial (\$ millions)</b>		
General and administrative expenses	5	5
Share-based compensation	4	11
Depreciation and amortization	-	1
Other items:		
Custodial - idled facilities	-	1
Costs related to the proposed acquisition of the Company by RYAM	-	5
Gain on sale of land	-	(1)
<b>Operating loss</b>	<b>9</b>	<b>22</b>

The Company recorded an \$11 million expense for share-based compensation in the June 2017 quarter, as compared to \$4 million in the prior quarter. Senior executives currently participate in a long-term incentive plan which entitles participants to potentially receive Deferred Share Units (DSUs) that are equal in value to one common share. The DSUs have a defined vesting period and certain DSUs are subject to specific conditions that ultimately determine the number of DSUs that vest and are earned by plan participants. Non-executive members of the board of directors receive a portion of their fees in the form of DSUs. The DSUs vest at specified dates. The fair value of the obligation related to DSUs is estimated at each balance sheet date and a corporate expense or credit is recorded. The proposed transaction whereby RYAM would acquire all the outstanding common shares of the Company would result in accelerated vesting of certain DSUs. This increased the June 2017 quarter expense by \$5 million.

The Corporate segment's "other items" include expenses relating to several permanently idled facilities. The costs relate to custodial, site security, legal, pension plan administration and remediation activities. These "legacy" items totalled a negligible amount in the March 2017 quarter as compared to a charge of \$1 million in the June 2017 quarter.

During the June 2017 quarter, the Company incurred \$5 million of legal and advisory fees related to the proposed acquisition of the Company by RYAM. The Company also completed the sale of a parcel of land and realized a gain of \$1 million. The total consideration received was \$1 million.

### INTEREST, FOREIGN EXCHANGE AND OTHER

The following table summarizes interest, foreign exchange and other expenses by component:

	\$ millions	
	March 2017	June 2017
Interest on debt	15	14
Amortization of financing costs	1	2
Foreign exchange items	2	1
Employee future benefits	1	2
Bank charges and other	1	1
	<b>20</b>	<b>20</b>

The interest expense relates primarily to interest on the US \$375 million – 9% senior secured notes maturing in December 2019. Financing costs are amortized over the remaining term of each respective credit facility. Foreign exchange items are primarily caused by gains or losses on the translation of US dollar net monetary assets. The charge for employee future benefits relates to interest accretion on net unfunded obligations.

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### TRANSLATION OF FOREIGN DEBT

During the June 2017 quarter, the Company recorded a gain of \$5 million on the translation of its US dollar denominated debt as the relative value of the Canadian dollar increased from US \$0.748 to US \$0.754.

During the March 2017 quarter, the Company recorded a gain of \$7 million on the translation of its US dollar denominated debt as the relative value of the Canadian dollar increased from US \$0.739 to US \$0.748.

### INCOME TAXES

The following table reconciles the anticipated income tax expense based on the statutory rate to the actual income tax expense:

	\$ millions	
	March 2017	June 2017
Earnings before income taxes	28	<b>23</b>
Anticipated income tax expense	7	<b>6</b>
Recognition of previously unrecognized tax assets	(4)	<b>(1)</b>
Non-taxable portion of foreign exchange gain on long-term debt	(1)	-
Permanent differences and other tax adjustments	2	<b>1</b>
Income tax expense	4	<b>6</b>

During the June 2017 quarter, the Company recorded an income tax expense of \$6 million on earnings before income taxes of \$23 million. The income tax expense was equal to the anticipated income tax expense of \$6 million based on the Company's effective tax rate of 26.1%. The income tax expense decreased by \$1 million as a result of the recognition of previously unrecognized tax assets. The Company has a significant balance of unrecognized tax assets relating to its Canadian operations since it has not been determined that the future realization of these assets is probable. Permanent differences and other tax adjustments increased the income tax expense by \$1 million.

During the March 2017 quarter, the Company recorded an income tax expense of \$4 million on earnings before income taxes of \$28 million. The income tax expense reflected a \$3 million favourable variance versus an anticipated income tax expense of \$7 million based on the Company's effective tax rate of 26.1%. The income tax expense decreased by \$4 million as a result of the recognition of previously unrecognized tax assets. The Company has a significant balance of unrecognized tax assets relating to its Canadian operations since it has not been determined that the future realization of these assets is probable. The non-taxable portion of the foreign exchange gain on translation of debt decreased the income tax expense by \$1 million. Permanent differences and other tax adjustments increased the income tax expense by \$2 million.

## JUNE 2017 QUARTER VS MARCH 2017 QUARTER

### NET EARNINGS

The Company generated net earnings of \$17 million or \$0.17 per share for the quarter ended June 24, 2017. This compares to net earnings of \$24 million or \$0.24 per share for the quarter ended March 25, 2017.

### COMPREHENSIVE EARNINGS

The following table summarizes the impact of items affecting the reported total comprehensive earnings during the last two quarters:

	\$ millions	
	March 2017	June 2017
Net earnings	24	17
Employee future benefit gain (loss)	4	(7)
Income tax recovery	-	2
Foreign currency translation gain on foreign operations	5	6
Total comprehensive earnings	33	18

During the June 2017 quarter, the Company recognized a loss of \$7 million relating to the increase of the estimated net obligation for employee future benefits. The return on plan assets was more than the expected return, decreasing the net obligation by \$17 million. The average discount rate applied to estimate the present value of future obligations decreased from 3.67% to 3.47%, thereby increasing the net obligation by \$23 million. Due to the absence of current service costs in certain legacy pension plans, the Company is limited in its ability to recognize all plans assets held in trust. This generated a negative variance of \$1 million.

During the March 2017 quarter, the Company recognized a gain of \$4 million relating to the decrease of the estimated net obligation for employee future benefits. The return on plan assets was more than the expected return, decreasing the net obligation by \$23 million. The average discount rate applied to estimate the present value of future obligations decreased from 3.84% to 3.67%, thereby increasing the net obligation by \$19 million.

Comprehensive items include gains or losses related to the currency translation of the assets and liabilities of the Company's French and U.S. operations. The gains or losses are generated by changes in the end of period exchange rates. During the June 2017 quarter, the currency translation of the French operations generated a gain of \$6 million. The currency translation of the U.S. operations did not generate a gain or a loss. During the March 2017 quarter, the currency translation of the French operations generated a gain of \$5 million. The currency translation of the U.S. operations did not generate a gain or a loss.

## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

### CONSOLIDATED SUMMARY

#### SALES

\$ millions	June 2016	<b>June 2017</b>	Total Variance	Price Variance	Volume & Mix Variance
Forest Products	102	<b>114</b>	12	19	(7)
Specialty Cellulose Pulp	111	<b>124</b>	13	13	-
Paper Pulp	86	<b>99</b>	13	17	(4)
Paper	99	<b>102</b>	3	4	(1)
Corporate	2	<b>2</b>	-	-	-
	400	<b>441</b>	41	53	(12)
Less: Intersegment Sales	(24)	<b>(22)</b>	2		
<b>Sales</b>	<b>376</b>	<b>419</b>	<b>43</b>		

Sales increased by \$43 million from the same quarter a year ago. Currency was a positive factor as the Canadian dollar averaged US \$0.742, a 4.4% decrease versus US \$0.776 in the comparable quarter of the prior year. Forest Products segment sales increased by \$12 million as a result of higher lumber prices, partially offset by lower lumber shipments. Specialty Cellulose Pulp segment sales increased by \$13 million due to higher prices. Paper Pulp segment sales increased by \$13 million due to higher prices, partially offset by lower shipments. Paper segment sales increased by \$3 million due to higher prices, partially offset by lower shipments.

#### ADJUSTED EBITDA

\$ millions	June 2016	<b>June 2017</b>	Total Variance	Price Variance	Cost & Volume Variance
Forest Products	4	<b>20</b>	16	19	(3)
Specialty Cellulose Pulp	10	<b>22</b>	12	13	(1)
Paper Pulp	1	<b>15</b>	14	17	(3)
Paper	16	<b>18</b>	2	4	(2)
Corporate	(5)	<b>(16)</b>	(11)	-	(11)
	26	<b>59</b>	33	53	(20)

Adjusted EBITDA increased by \$33 million from the prior year quarter. Forest Products segment adjusted EBITDA increased by \$16 million due to higher prices, partially offset by higher costs. Specialty Cellulose Pulp segment adjusted EBITDA increased by \$12 million due to higher prices. Paper Pulp segment adjusted EBITDA increased by \$14 million due to higher prices, partially offset by higher costs. Paper segment adjusted EBITDA increased by \$2 million due to higher prices, partially offset by higher costs. Corporate costs include \$11 million of share-based compensation in the June 2017 quarter as compared to \$1 million in the prior year quarter.

#### OPERATING EARNINGS (LOSS)

\$ millions	June 2016	<b>June 2017</b>	Total Variance	Adjusted EBITDA Variance	Depreciation Variance	Other Items Variance
Forest Products	2	<b>14</b>	12	16	-	(4)
Specialty Cellulose Pulp	3	<b>17</b>	14	12	2	-
Paper Pulp	(1)	<b>13</b>	14	14	-	-
Paper	14	<b>16</b>	2	2	-	-
Corporate	-	<b>(22)</b>	(22)	(11)	(1)	(10)
	18	<b>38</b>	20	33	1	(14)

The Company generated operating earnings of \$38 million compared to operating earnings of \$18 million in the same quarter a year ago. The previously noted improvement in adjusted EBITDA led to the improvement in operating results. The June 2017 quarter other items include a charge of \$4 million related to preliminary countervailing duty (CVD) deposits for lumber shipped to the U.S. The Company also incurred \$5 million of legal and advisory fees related to a proposed transaction whereby RYAM would acquire all of the outstanding common shares of the Company. The prior year quarter included a gain of \$5 million related to the settlement of a net working capital adjustment. A more detailed explanation of segment variances is included in the analysis that follows.

## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

### SEGMENT RESULTS – FOREST PRODUCTS

	June 2016	June 2017	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales - SPF Lumber	77	<b>91</b>	14
Sales - Chips, logs and other <sup>(1)</sup>	25	<b>23</b>	(2)
	102	<b>114</b>	12
Freight and other deductions	10	<b>11</b>	(1)
Cost of sales	85	<b>80</b>	5
SG&A	3	<b>3</b>	-
Adjusted EBITDA	4	<b>20</b>	16
Depreciation and amortization	2	<b>2</b>	-
Other item - Lumber duty deposits	-	<b>4</b>	(4)
Operating earnings	2	<b>14</b>	12
<b><u>Shipments</u></b>			
SPF lumber (mmbf)	176	<b>165</b>	(11)
<b><u>Benchmark Prices</u></b>			
KD #2 & better delivered G.L. (US \$ per mbf)	404	<b>472</b>	68
KD stud delivered G.L. (US \$ per mbf)	337	<b>469</b>	132

(1) Includes intersegment sales eliminated on consolidation

The Forest Products segment generated adjusted EBITDA of \$20 million on sales of \$114 million. This compares to adjusted EBITDA of \$4 million on sales of \$102 million in the comparable quarter of the prior year. The \$14 million increase in SPF lumber sales was due to higher lumber prices, partially offset by lower shipments.

The US dollar benchmark price for random lumber increased by US \$68 per mbf while the benchmark price for stud lumber was up US \$132 per mbf. Currency was also favourable as the Canadian dollar averaged US \$0.742, a 4.4% decrease versus US \$0.776 in the year ago quarter. Overall, Canadian dollar selling prices increased by \$114 per mbf, increasing adjusted EBITDA by \$19 million. Lumber shipments were equal to 87% of capacity, compared to 82% in the year ago quarter. The June 2016 quarter capacity included the Senneterre sawmill. The current quarter does not include the capacity of the Senneterre sawmill as it was sold in October 2016. The cash cost of SPF lumber increased by \$3 million, primarily for purchased fibre and freight.

The Forest Products segment generated operating earnings of \$14 million, as compared to operating earnings of \$2 million in the prior year quarter. The previously noted increase in adjusted EBITDA led to the improvement in operating results. The increase was partially offset by a lumber duty deposit expense of \$4 million. Details related to this charge were provided in a previous section of this report.

## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

### SEGMENT RESULTS – SPECIALTY CELLULOSE PULP

	June 2016	<b>June 2017</b>	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales - Pulp	90	<b>99</b>	9
Sales - Chemicals	21	<b>25</b>	4
	111	<b>124</b>	13
Freight and other deductions	10	<b>12</b>	(2)
Cost of sales	86	<b>85</b>	1
SG&A	5	<b>5</b>	-
Adjusted EBITDA	10	<b>22</b>	12
Depreciation and amortization	7	<b>5</b>	2
Operating earnings	3	<b>17</b>	14
<b><u>Pulp shipments</u></b>			
Specialty grades (000's tonnes)	47	<b>48</b>	1
Viscose and other grades (000's tonnes)	18	<b>16</b>	(2)
	65	<b>64</b>	(1)
<b><u>Average prices</u></b>			
Specialty grades (C \$ per tonne)	1,487	<b>1,631</b>	144
Viscose and other grades (C \$ per tonne)	1,080	<b>1,324</b>	244

The Specialty Cellulose Pulp segment generated adjusted EBITDA of \$22 million on sales of \$124 million. This compares to adjusted EBITDA of \$10 million on sales of \$111 million in the year ago quarter. The \$9 million increase in pulp sales was due to higher selling prices of specialty and viscose grades of pulp.

US dollar and euro prices for specialty grade pulp increased by approximately 6% from the year ago quarter. Currency was also favourable as the Canadian dollar averaged US \$0.742, a 4.4% decrease versus US \$0.776 in the prior year quarter. The combined result was a \$144 increase in the selling price of specialty grades, increasing the adjusted EBITDA by \$7 million. The \$244 per tonne increase in the selling price of viscose and other grades was due to higher US dollar selling prices and currency. Overall, the higher viscose prices increased adjusted EBITDA by \$3 million. Shipments were equal to 82% of capacity as compared to 84% in the prior year quarter. The Temiscaming specialty cellulose pulp mill was idled for nine days due to its major maintenance outage in the June 2017 quarter. These occur at 12 month intervals. The facility had been idle for six days to effect major maintenance in the prior year quarter. Overall, productivity and costs were similar in both periods. Chemical business adjusted EBITDA increased by \$1 million.

The Specialty Cellulose Pulp segment generated operating earnings of \$17 million as compared to operating earnings of \$3 million in the prior year quarter. The previously noted increase in adjusted EBITDA led to the higher operating results.



## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

### SEGMENT RESULTS – PAPER PULP

	June 2016	June 2017	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales <sup>(1)</sup>	86	<b>99</b>	13
Freight and other deductions	18	<b>17</b>	1
Cost of sales	65	<b>66</b>	(1)
SG&A	2	<b>1</b>	1
Adjusted EBITDA	1	<b>15</b>	14
Depreciation and amortization	2	<b>2</b>	-
Operating earnings (loss)	(1)	<b>13</b>	14
<b><u>Shipments</u></b>			
High-yield pulp (000's tonnes)	138	<b>130</b>	(8)
Internal (000's tonnes)	15	<b>15</b>	-
Total	153	<b>145</b>	(8)
<b><u>Benchmark Prices</u></b>			
BEK - delivered China (US \$ per tonne)	512	<b>655</b>	143

(1) Includes intersegment sales eliminated on consolidation

The Paper Pulp segment generated adjusted EBITDA of \$15 million on sales of \$99 million. This compares to adjusted EBITDA of \$1 million on sales of \$86 million in the year ago quarter. The \$13 million increase in sales was caused by higher prices, partially offset by lower shipments.

The benchmark price for BEK increased by US \$143 per tonne. The high-yield pulp market followed a similar but less pronounced trend and the US dollar selling prices increased by US \$77 per tonne. Currency was also favourable as the Canadian dollar averaged US \$0.742, a 4.4% decrease versus US \$0.776 in the year ago quarter. As a result, Canadian dollar prices for external high-yield pulp sales increased by \$129 per tonne, increasing adjusted EBITDA by \$17 million. Pulp shipments were equal to 102% of capacity as compared to 107% in the year ago quarter. The two pulp mills produced 3,000 fewer tonnes than in the comparable quarter a year ago and manufacturing costs increased by \$2 million.

The Paper Pulp segment generated operating earnings of \$13 million compared to an operating loss of \$1 million in the comparable quarter of the prior year. The previously noted increase in adjusted EBITDA led to the improvement in operating results.

## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

### SEGMENT RESULTS – PAPER

	June 2016	June 2017	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales	99	<b>102</b>	3
Freight and other deductions	11	<b>11</b>	-
Cost of sales	70	<b>71</b>	(1)
SG&A	2	<b>2</b>	-
Adjusted EBITDA	16	<b>18</b>	2
Depreciation and amortization	2	<b>2</b>	-
Operating earnings	14	<b>16</b>	2
<b><u>Shipments</u></b>			
Coated bleached board (000's tonnes)	47	<b>46</b>	(1)
Newsprint (000's tonnes)	52	<b>51</b>	(1)
Total	99	<b>97</b>	(2)
<b><u>Benchmark Prices</u></b>			
16 pt. Coated bleached board (US \$ per short ton)	1,010	<b>1,030</b>	20
Newsprint - 48.8 gram East Coast (US \$ per tonne)	550	<b>575</b>	25

The Paper segment generated adjusted EBITDA of \$18 million on sales of \$102 million. This compares to adjusted EBITDA of \$16 million on sales of \$99 million in the same quarter a year ago. The \$3 million increase in sales was due primarily to higher coated bleached board and newsprint prices, partially offset by lower shipments of both grades.

The US dollar benchmark price for coated bleached board increased by US \$20 per short ton. Currency was also favourable as the Canadian dollar averaged US \$0.742, a 4.4% decrease versus US \$0.776 in the year ago quarter. Overall, average selling prices for coated bleached board increased by \$64 per tonne, increasing adjusted EBITDA by \$3 million. The coated bleached board shipment to capacity ratio was 103% compared to 105% in the prior year quarter. Mill costs increased by \$3 million, primarily for purchased pulp.

The US dollar benchmark price for newsprint increased by US \$25 per tonne. The higher US dollar prices and the weaker Canadian dollar were partially offset by a weaker sales mix and prices increased by \$21 per tonne, increasing adjusted EBITDA by \$1 million. The newsprint shipment to capacity ratio was 92%, compared to 94% in the year ago quarter. Costs were similar in both quarters.

The Paper segment generated operating earnings of \$16 million, as compared to operating earnings of \$14 million in the prior year quarter. The increase in adjusted EBITDA led to the improvement in operating results.

## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

### SEGMENT RESULTS – CORPORATE

<u>Financial (\$ millions)</u>	June 2016	June 2017
General and administrative expenses	4	5
Share-based compensation	1	11
Depreciation and amortization	-	1
Other items:		
Custodial - idled facilities	1	1
Costs related to the proposed acquisition of the Company by RYAM	-	5
Settlement on sale of pulp mills	(5)	-
Gain on sale of land / building	(1)	(1)
<b>Operating loss</b>	<b>-</b>	<b>22</b>

The Company recorded an \$11 million expense for share-based compensation in the June 2017 quarter, as compared to a \$1 million charge in the prior year quarter. Senior executives currently participate in a long-term incentive plan which entitles participants to potentially receive Deferred Share Units (DSUs) that are equal in value to one common share. The DSUs have a defined vesting period and certain DSUs are subject to specific conditions that ultimately determine the number of DSUs that vest and are earned by plan participants. Non-executive members of the board of directors receive a portion of their fees in the form of DSUs. The DSUs vest at specified dates. The fair value of the obligation related to DSUs is estimated at each balance sheet date and a corporate expense or credit is recorded. The proposed transaction whereby RYAM would acquire all of the outstanding common shares of the Company would result in accelerated vesting of certain DSUs. This increased the June 2017 quarter expense by \$5 million.

The Corporate segment's "other items" include expenses relating to several permanently idled facilities. The costs relate to custodial, site security, legal, pension plan administration and remediation activities. These "legacy" items totalled \$1 million in the June 2017 and June 2016 quarters.

During the June 2017 quarter, the Company incurred \$5 million of legal and advisory fees related to the proposed acquisition of the Company by RYAM. The Company also completed the sale of a parcel of land and realized a gain of \$1 million. The total consideration received was \$1 million.

The June 2016 quarter includes a gain of \$5 million related to the final settlement of a net working capital adjustment. In May 2010, the Company sold two kraft pulp mills located in Southern France. The terms of the sale provided for a post-closing purchase price adjustment based on the actual working capital balances at closing. The Company and the buyer could not come to an agreement on the amount to be paid and the matter had been in dispute since that time. The Company received a payment of \$5 million in the June 2016 quarter to effectively settle the dispute. During the June 2016 quarter, the Company recorded a gain of \$1 million related to the sale of the idled hardwood flooring plant assets in Huntsville, Ontario. The gain was equal to the consideration received.

### INTEREST, FOREIGN EXCHANGE AND OTHER

The following table summarizes interest, foreign exchange and other expenses by component:

	\$ millions	
	June 2016	June 2017
Interest on debt	15	14
Amortization of financing costs	1	2
Foreign exchange items	-	1
Employee future benefits	1	2
Bank charges and other	1	1
	<b>18</b>	<b>20</b>

## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

The interest expense relates primarily to interest on the US \$375 million – 9% senior secured notes maturing in December 2019. Financing costs are amortized over the remaining term of each respective credit facility. Foreign exchange items are primarily caused by gains or losses on the translation of US dollar net monetary assets. The charge for employee future benefits relates to interest accretion on net unfunded obligations.

### TRANSLATION OF FOREIGN DEBT

During the June 2017 quarter, the Company recorded a gain of \$5 million on the translation of its US dollar denominated debt as the relative value of the Canadian dollar increased from US \$0.748 to US \$0.754.

During the June 2016 quarter, the Company recorded a gain of \$11 million on the translation of its US dollar denominated debt as the relative value of the Canadian dollar increased from US \$0.755 to US \$0.769.

### INCOME TAXES

The following table reconciles the anticipated income tax expense based on the statutory rate to the actual income tax expense:

	\$ millions	
	June 2016	June 2017
Earnings before income taxes	11	23
Anticipated income tax expense	3	6
Difference in statutory income tax rates	2	-
Recognition of previously unrecognized tax asset	-	(1)
Unrecognized tax asset	2	-
Non-taxable portion of foreign exchange gain on long-term debt	(2)	-
Permanent differences and other tax adjustments	(3)	1
Income tax expense	2	6

During the June 2017 quarter, the Company recorded an income tax expense of \$6 million on earnings before income taxes of \$23 million. The income tax expense was equal to the anticipated income tax expense of \$6 million based on the Company's effective tax rate of 26.1%. The income tax expense decreased by \$1 million as a result of the recognition of previously unrecognized tax assets. The Company has a significant balance of unrecognized tax assets relating to its Canadian operations since it has not been determined that the future realization of these assets is probable. Permanent differences and other tax adjustments increased the income tax expense by \$1 million.

During the June 2016 quarter, the Company recorded an income tax expense of \$2 million on earnings before income taxes of \$11 million. The income tax expense reflected a \$1 million favourable variance versus an anticipated income tax expense of \$3 million based on the Company's effective tax rate of 26.2%. The difference in statutory income tax rates increased the income tax expense by \$2 million. This was caused by the higher corporate income tax rate applicable to the Company's French operations. The income tax expense was increased by \$2 million as a result of losses for which no deferred tax asset was recognized. The Company has a significant balance of unrecognized tax assets relating to its Canadian operations since it has not been determined that the future realization of these assets is probable. The non-taxable portion of the foreign exchange gain on translation of debt decreased the income tax expense by \$2 million. Permanent differences and other tax adjustments reduced the income tax expense by \$3 million.

### NET EARNINGS

The Company generated net earnings of \$17 million or \$0.17 per share for the quarter ended June 24, 2017, compared to net earnings of \$9 million or \$0.09 per share for the quarter ended June 25, 2016.

## JUNE 2017 QUARTER VS JUNE 2016 QUARTER

### COMPREHENSIVE EARNINGS (LOSS)

The following table summarizes the impact of items affecting the reported total comprehensive earnings (loss) during the June 2017 quarter and the comparable quarter a year ago:

	\$ millions	
	June 2016	<b>June 2017</b>
Net earnings	9	<b>17</b>
Employee future benefit loss	(12)	<b>(7)</b>
Income tax recovery	-	<b>2</b>
Foreign currency translation gain (loss) on foreign operations	(5)	<b>6</b>
Total comprehensive earnings (loss)	(8)	<b>18</b>

During the June 2017 quarter, the Company recognized a loss of \$7 million relating to the increase of the estimated net obligation for employee future benefits. The return on plan assets was more than the expected return, decreasing the net obligation by \$17 million. The average discount rate applied to estimate the present value of future obligations decreased from 3.67% to 3.47%, thereby increasing the net obligation by \$23 million. Due to the absence of current service costs in certain legacy pension plans, the Company is limited in its ability to recognize all plan assets held in trust. This generated a negative variance of \$1 million.

During the June 2016 quarter, the Company recognized a loss of \$12 million relating to the increase of the estimated net obligation for employee future benefits. The return on plan assets was more than the expected return, decreasing the net obligation by \$25 million. The average discount rate applied to estimate the present value of future obligations decreased from 3.73% to 3.44%, thereby increasing the net obligation by \$36 million. Due to the absence of current service costs in certain legacy pension plans, the Company is limited in its ability to recognize all plan assets held in trust. This generated a negative variance of \$1 million.

Comprehensive items include gains or losses related to the currency translation of the assets and liabilities of the Company's French and U.S. operations. The gains or losses are generated by changes in the end of period exchange rates. During the June 2017 quarter, the currency translation of the French operations generated a gain of \$6 million. The currency translation of the U.S. operations did not generate a gain or a loss. During the June 2016 quarter, the currency translation of the French operations generated a loss of \$5 million. The currency translation of the U.S. operations did not generate a gain or a loss.

## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

### CONSOLIDATED SUMMARY

#### SALES

\$ millions	June 2016	<b>June 2017</b>	Total Variance	Price Variance	Volume & Mix Variance
Forest Products	320	<b>337</b>	17	40	(23)
Specialty Cellulose Pulp	340	<b>347</b>	7	14	(7)
Paper Pulp	231	<b>267</b>	36	28	8
Paper	295	<b>294</b>	(1)	(2)	1
Corporate	4	<b>4</b>	-	-	-
	1,190	<b>1,249</b>	59	80	(21)
Less: Intersegment Sales	(80)	<b>(73)</b>	7		
<b>Sales</b>	<b>1,110</b>	<b>1,176</b>	<b>66</b>		

Sales increased by \$66 million from the same period a year ago. Currency was not a significant factor as the Canadian dollar averaged US \$0.749, relatively unchanged from US \$0.751 in the comparable nine-month period of the prior year. Forest Products segment sales increased by \$17 million as a result of higher lumber prices, partially offset by lower lumber shipments. Specialty Cellulose Pulp segment sales increased by \$7 million due to higher prices, partially offset by lower shipments. Paper Pulp segment sales increased by \$36 million due to higher prices and shipments. Paper segment sales decreased by \$1 million due to lower prices, partially offset by higher shipments of coated bleached board.

#### ADJUSTED EBITDA

\$ millions	June 2016	<b>June 2017</b>	Total Variance	Price Variance	Cost & Volume Variance
Forest Products	4	<b>39</b>	35	40	(5)
Specialty Cellulose Pulp	46	<b>60</b>	14	14	-
Paper Pulp	1	<b>31</b>	30	28	2
Paper	53	<b>51</b>	(2)	(2)	-
Corporate	(13)	<b>(34)</b>	(21)	-	(21)
	91	<b>147</b>	56	80	(24)

Adjusted EBITDA increased by \$56 million from the prior year period. Forest Products segment adjusted EBITDA increased by \$35 million due to higher prices, partially offset by higher costs. Specialty Cellulose Pulp segment adjusted EBITDA increased by \$14 million due to higher prices. Paper Pulp segment adjusted EBITDA increased by \$30 million due to higher prices and lower costs. Paper segment adjusted EBITDA decreased by \$2 million due to lower prices. Corporate costs increased by \$21 million primarily due to \$19 million of share-based compensation expense.

#### OPERATING EARNINGS (LOSS)

\$ millions	June 2016	<b>June 2017</b>	Total Variance	Adjusted EBITDA Variance	Depreciation Variance	Other Items Variance
Forest Products	(1)	<b>30</b>	31	35	-	(4)
Specialty Cellulose Pulp	25	<b>41</b>	16	14	2	-
Paper Pulp	(7)	<b>23</b>	30	30	-	-
Paper	49	<b>47</b>	(2)	(2)	-	-
Corporate	(9)	<b>(41)</b>	(32)	(21)	(1)	(10)
	57	<b>100</b>	43	56	1	(14)

The Company generated operating earnings of \$100 million compared to operating earnings of \$57 million in the same period a year ago. The previously noted improvement in adjusted EBITDA led to the improvement in operating results. The other items included several items that partially offset the increase in adjusted EBITDA. In the June 2017 period, the Company incurred a charge of \$4 million related to preliminary countervailing duty (CVD) deposits for lumber shipped to the U.S. The Company also incurred \$5 million of legal and advisory fees related to the proposed transaction whereby RYAM would acquire all of the outstanding common shares of the Company. The June 2016 period results included a gain of \$5 million as a final settlement of a net working capital adjustment related to the sale of two pulp mills. A more detailed explanation of segment variances is included in the analysis that follows.

## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

### SEGMENT RESULTS – FOREST PRODUCTS

	June 2016	June 2017	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales - SPF Lumber	231	<b>254</b>	23
Sales - Chips, logs and other <sup>(1)</sup>	89	<b>83</b>	(6)
	<b>320</b>	<b>337</b>	17
Freight and other deductions	32	<b>33</b>	(1)
Cost of sales	275	<b>256</b>	19
SG&A	9	<b>9</b>	-
Adjusted EBITDA	4	<b>39</b>	35
Depreciation and amortization	5	<b>5</b>	-
Other item - Lumber duty deposits	-	<b>4</b>	(4)
Operating earnings (loss)	(1)	<b>30</b>	31
<b><u>Shipments</u></b>			
SPF lumber (mmbf)	546	<b>507</b>	(39)
<b><u>Benchmark Prices</u></b>			
KD #2 & better delivered G.L. (US \$ per mbf)	377	<b>434</b>	57
KD stud delivered G.L. (US \$ per mbf)	310	<b>407</b>	97

(1) Includes intersegment sales eliminated on consolidation

The Forest Products segment generated adjusted EBITDA of \$39 million on sales of \$337 million. This compares to adjusted EBITDA of \$4 million on sales of \$320 million in the comparable period of the prior year. The \$23 million increase in SPF lumber sales was due to higher lumber prices, partially offset by lower shipments.

The US dollar benchmark price for random lumber increased by US \$57 per mbf while the benchmark price for stud lumber was up US \$97 per mbf. Currency was not a significant factor as the Canadian dollar averaged US \$0.749, relatively unchanged from US \$0.751 in the comparable nine-month period of the prior year. Overall, Canadian dollar selling prices increased by \$78 per mbf, increasing adjusted EBITDA by \$40 million. The decline in shipments was due primarily to the sale of the Senneterre sawmill in October 2016. Lumber shipments were equal to 90% of capacity, compared to 85% in the year ago period. The June 2016 period capacity included the Senneterre sawmill. The current period does not include the capacity of the Senneterre sawmill. The Senneterre sawmill had generated negative adjusted EBITDA of \$4 million in the prior year period. The cash cost of SPF lumber increased by \$9 million, primarily for freight, fibre and labour.

The Forest Products segment generated operating earnings of \$30 million, as compared to an operating loss of \$1 million in the prior year period. The previously noted increase in adjusted EBITDA led to the improvement in operating results. The increase was partially offset by a lumber duty deposit expense of \$4 million. Details related to this charge were provided in a previous section of this report.

On October 31, 2016, the Company completed the sale of the Senneterre, Quebec, sawmill and related forestry assets for \$8 million. This included certain working capital items totalling approximately \$5 million. The assets were sold at their carrying values.

## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

### SEGMENT RESULTS – SPECIALTY CELLULOSE PULP

	June 2016	<b>June 2017</b>	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales - Pulp	278	<b>282</b>	4
Sales - Chemicals	62	<b>65</b>	3
	<b>340</b>	<b>347</b>	7
Freight and other deductions	31	<b>31</b>	-
Cost of sales	249	<b>243</b>	6
SG&A	14	<b>13</b>	1
Adjusted EBITDA	46	<b>60</b>	14
Depreciation and amortization	21	<b>19</b>	2
Operating earnings	25	<b>41</b>	16
<b><u>Pulp shipments</u></b>			
Specialty grades (000's tonnes)	131	<b>146</b>	15
Viscose and other grades (000's tonnes)	69	<b>41</b>	(28)
	<b>200</b>	<b>187</b>	(13)
<b><u>Average prices</u></b>			
Specialty grades (C \$ per tonne)	1,531	<b>1,564</b>	33
Viscose and other grades (C \$ per tonne)	1,130	<b>1,316</b>	186

The Specialty Cellulose Pulp segment generated adjusted EBITDA of \$60 million on sales of \$347 million. This compares to adjusted EBITDA of \$46 million on sales of \$340 million in the comparable period a year ago. The \$4 million increase in pulp sales was due to higher prices for specialty and viscose grades, as well as higher shipments of specialty grades. This was partially offset by lower shipments of viscose grades.

US dollar and euro prices for specialty grade pulp increased by approximately 3% from the year ago period. Currency was not a significant factor as the Canadian dollar averaged US \$0.749, relatively unchanged from US \$0.751 in the comparable nine-month period of the prior year. The \$33 per tonne increase in the selling price of specialty grades increased adjusted EBITDA by \$5 million. The \$186 per tonne increase in the selling price of viscose and other grades was due to significantly higher US dollar selling prices. The higher viscose prices increased adjusted EBITDA by \$6 million. Shipments were equal to 80% of capacity as compared to 86% in the prior year period. During the nine-month period ended June 2017, the Tartas specialty cellulose pulp mill was idled for 11 days due to its major maintenance outage. These occur at 18-month intervals. Tartas had no major maintenance downtime in the prior year period. As a result, the mill produced 5,000 fewer tonnes in the current nine-month period. Manufacturing costs at the Tartas mill increased by \$6 million, including \$5 million for maintenance material and \$2 million of unabsorbed fixed costs associated with the aforementioned productivity decrease. This was partially offset by a favourable variance of \$3 million related to the currency impact of converting the mill's cost to Canadian dollars. The higher proportion of specialty grades generated a favourable \$8 million mix variance. Chemical business adjusted EBITDA was unchanged year-over-year.

The Specialty Cellulose Pulp segment generated operating earnings of \$41 million as compared to operating earnings of \$25 million in the prior year period. The previously noted increase in adjusted EBITDA led to the higher operating results.



## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

### SEGMENT RESULTS – PAPER PULP

	June 2016	June 2017	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales <sup>(1)</sup>	231	<b>267</b>	36
Freight and other deductions	48	<b>49</b>	(1)
Cost of sales	178	<b>183</b>	(5)
SG&A	4	<b>4</b>	-
Adjusted EBITDA	1	<b>31</b>	30
Depreciation and amortization	8	<b>8</b>	-
Operating earnings (loss)	(7)	<b>23</b>	30
<b><u>Shipments</u></b>			
High-yield pulp (000's tonnes)	353	<b>371</b>	18
Internal (000's tonnes)	49	<b>45</b>	(4)
Total	402	<b>416</b>	14
<b><u>Benchmark Prices</u></b>			
BEK - delivered China (US \$ per tonne)	557	<b>586</b>	29

(1) Includes intersegment sales eliminated on consolidation

The Paper Pulp segment generated adjusted EBITDA of \$31 million on sales of \$267 million. This compares to adjusted EBITDA of \$1 million on sales of \$231 million in the year ago period. The \$36 million increase in sales was due to higher shipments and prices.

The benchmark price for BEK increased by US \$29 per tonne. The high-yield pulp market followed a similar trend and the US dollar selling prices increased by US \$53 per tonne. Currency was not a significant factor as the Canadian dollar averaged US \$0.749, relatively unchanged from US \$0.751 in the comparable nine-month period a year ago. As a result, Canadian dollar prices for external high-yield pulp sales increased by \$72 per tonne, increasing adjusted EBITDA by \$27 million. Pulp shipments were equal to 97% of capacity as compared to 94% in the year ago period. The June 2016 nine-month period included 41 days of market downtime at the Temiscaming pulp mill due to weak demand and market conditions. There was no market downtime in the most recent nine-month period and the mill produced 27,700 more tonnes. Manufacturing costs declined by \$4 million, primarily as a result of higher fixed cost absorption related to the aforementioned productivity increase. Costs at the Matane pulp mill were similar in both periods.

The Paper Pulp segment generated operating earnings of \$23 million compared to an operating loss of \$7 million in the comparable period of the prior year. The previously noted increase in adjusted EBITDA led to the improvement in operating results.

## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

### SEGMENT RESULTS – PAPER

	June 2016	June 2017	Variance
<b><u>Financial (\$ millions)</u></b>			
Sales	295	<b>294</b>	(1)
Freight and other deductions	34	<b>31</b>	3
Cost of sales	201	<b>205</b>	(4)
SG&A	7	<b>7</b>	-
Adjusted EBITDA	53	<b>51</b>	(2)
Depreciation and amortization	4	<b>4</b>	-
Operating earnings	49	<b>47</b>	(2)
<b><u>Shipments</u></b>			
Coated bleached board (000's tonnes)	132	<b>140</b>	8
Newsprint (000's tonnes)	156	<b>139</b>	(17)
Total	288	<b>279</b>	(9)
<b><u>Benchmark Prices</u></b>			
16 pt. Coated bleached board (US \$ per short ton)	1,023	<b>1,017</b>	(6)
Newsprint - 48.8 gram East Coast (US \$ per tonne)	531	<b>575</b>	44

The Paper segment generated adjusted EBITDA of \$51 million on sales of \$294 million. This compares to adjusted EBITDA of \$53 million on sales of \$295 million in the same period a year ago. Sales were relatively unchanged as higher shipments of coated bleached board were offset by lower newsprint shipments.

The US dollar benchmark price for coated bleached board decreased by US \$6 per short ton. Currency was not a significant factor as the Canadian dollar averaged US \$0.749, relatively unchanged from US \$0.751 in the comparable nine-month period of the prior year. The sales mix was lower and average selling prices for coated bleached board declined by \$35 per tonne, decreasing adjusted EBITDA by \$4 million. The coated bleached board shipment to capacity ratio was 103% compared to 98% in the prior year period. Mill costs were similar in both periods. The higher sales volume added \$2 million to adjusted EBITDA.

The US dollar benchmark price for newsprint increased by US \$44 per tonne. The higher US dollar prices were partially offset by a weaker sales mix. Selling prices increased by \$17 per tonne, increasing adjusted EBITDA by \$2 million. The newsprint shipment to capacity ratio was 84%, compared to 94% in the year ago period. Costs increased by \$2 million.

The Paper segment generated operating earnings of \$47 million, as compared to operating earnings of \$49 million in the prior year period. The decrease in adjusted EBITDA led to the decline in operating results.

## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

### SEGMENT RESULTS – CORPORATE

	June 2016	June 2017
<b><u>Financial (\$ millions)</u></b>		
General and administrative expenses	13	15
Share-based compensation	-	19
Depreciation and amortization	-	1
Other items:		
Custodial - idled facilities	2	2
Costs related to the proposed acquisition of the Company by RYAM	-	5
Settlement on sale of pulp mills	(5)	-
Gain on sale of land / building	(1)	(1)
Operating loss	9	41

The Company recorded a \$19 million expense for share-based compensation in the June 2017 nine-month period, as compared to a negligible expense in the prior year period. Senior executives currently participate in a long-term incentive plan which entitles participants to potentially receive Deferred Share Units (DSUs) that are equal in value to one common share. The DSUs have a defined vesting period and certain DSUs are subject to specific conditions that ultimately determine the number of DSUs that vest and are earned by plan participants. Non-executive members of the board of directors receive a portion of their fees in the form of DSUs. The DSUs vest at specified dates. The fair value of the obligation related to DSUs is estimated at each balance sheet date and a corporate expense or credit is recorded. The proposed transaction whereby RYAM would acquire all of the outstanding common shares of the Company would result in accelerated vesting of certain DSUs. This increased the June 2017 nine-month expense by \$5 million.

The Corporate segment's "other items" include expenses relating to several permanently idled facilities. The costs relate to custodial, site security, legal, pension plan administration and remediation activities. These "legacy" items totalled \$2 million in the June 2017 and June 2016 nine-month periods.

During the June 2017 nine-month period, the Company incurred \$5 million of legal and advisory fees related to the proposed acquisition of the Company by RYAM. The Company also completed the sale of a parcel of land and realized a gain of \$1 million. The total consideration received was \$1 million.

The June 2016 nine-month period includes a gain of \$5 million related to the final settlement of a net working capital adjustment. In May 2010, the Company sold two kraft pulp mills located in Southern France. The terms of the sale provided for a post-closing purchase price adjustment based on the actual working capital balances at closing. The Company and the buyer could not come to an agreement on the amount to be paid and the matter had been in dispute since that time. The Company received a payment of \$5 million in the June 2016 nine-month period to effectively settle the dispute. During the June 2016 nine-month period, the Company recorded a gain of \$1 million related to the sale of the idled hardwood flooring plant assets in Huntsville, Ontario. The gain was equal to the consideration received.

### INTEREST, FOREIGN EXCHANGE AND OTHER

The following table summarizes interest, foreign exchange and other expenses by component:

	\$ millions	
	June 2016	June 2017
Interest on debt	46	44
Amortization of financing costs	4	5
Foreign exchange items	1	-
Employee future benefits	3	4
Bank charges and other	3	3
	57	56

## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

The interest expense relates primarily to interest on the US \$375 million – 9% senior secured notes maturing in December 2019. Financing costs are amortized over the remaining term of each respective credit facility. Foreign exchange items are primarily caused by gains or losses on the translation of US dollar net monetary assets. The charge for employee future benefits relates to interest accretion on net unfunded obligations.

### **TRANSLATION OF FOREIGN DEBT**

During the nine-month period ended June 2017, the Company recorded a loss of \$4 million on the translation of its US dollar denominated debt as the relative value of the Canadian dollar decreased from US \$0.759 to US \$0.754.

During the nine-month period ended June 2016, the Company recorded a gain of \$14 million on the translation of its US dollar denominated debt as the relative value of the Canadian dollar increased from US \$0.751 to US \$0.769.

### **INCOME TAXES**

The following table reconciles the anticipated income tax expense based on the statutory rate to the actual income tax expense:

	\$ millions	
	June 2016	June 2017
Earnings before income taxes	14	40
Anticipated income tax expense	4	10
Recognition of previously unrecognized tax asset	-	(10)
Decrease in income tax rates	-	5
Difference in statutory income tax rates	3	2
Unrecognized tax asset	3	-
Non-deductible (non-taxable) portion of foreign exchange loss (gain) on long-term debt	(2)	1
Permanent differences and other tax adjustments	(2)	-
Income tax expense	6	8

During the nine-month period ended June 2017, the Company recorded an income tax expense of \$8 million on earnings before income taxes of \$40 million. The income tax expense reflected a \$2 million favourable variance versus an anticipated income tax expense of \$10 million based on the Company's effective tax rate of 26.1%. The income tax expense decreased by \$10 million as a result of the recognition of previously unrecognized tax assets. The Company has a significant balance of unrecognized tax assets relating to its Canadian operations since it has not been determined that the future realization of these assets is probable. Lower income tax rates increased the income tax expense by \$5 million. The difference in statutory income tax rates increased the income tax expense by \$2 million. This was caused by the corporate tax rate applicable to the Company's French operations. The non-deductible portion of the foreign exchange loss on translation of debt increased the income tax expense by \$1 million.

During the nine-month period ended June 2016, the Company recorded an income tax expense of \$6 million on earnings before income taxes of \$14 million. The income tax expense reflected a \$2 million unfavourable variance versus an anticipated income tax expense of \$4 million based on the Company's effective tax rate of 26.2%. The difference in statutory income tax rates increased the income tax expense by \$3 million. This was caused by the higher corporate tax rate applicable to the Company's French operations. The income tax expense was increased by \$3 million as the result of losses for which no deferred tax asset was recognized. The Company has a significant balance of unrecognized tax assets relating to its Canadian operations since it has not been determined that the future realization of these assets is probable. The non-taxable portion of the foreign exchange gain on translation of debt decreased the income tax expense by \$2 million. Permanent differences and other tax adjustments decreased the income tax expense by \$2 million.

## NINE MONTHS ENDED JUNE 2017 VS NINE MONTHS ENDED JUNE 2016

### NET EARNINGS

The Company generated net earnings of \$32 million or \$0.32 per share for the nine-month period ended June 24, 2017, compared to net earnings of \$8 million or \$0.08 per share for the nine-month period ended June 25, 2016.

### COMPREHENSIVE EARNINGS (LOSS)

The following table summarizes the impact of items affecting the reported total comprehensive earnings (loss) during the June 2017 nine-month period and the comparable period a year ago:

	\$ millions	
	June 2016	<b>June 2017</b>
Net earnings	8	<b>32</b>
Employee future benefit gain (loss)	(36)	<b>47</b>
Foreign currency translation gain (loss) on foreign operations	(6)	<b>1</b>
<b>Total comprehensive earnings (loss)</b>	<b>(34)</b>	<b>80</b>

During the nine-month period ended June 2017, the Company recognized a gain of \$47 million relating to the decrease of the estimated net obligation for employee future benefits. The return on plan assets was more than the expected return, decreasing the net obligation by \$20 million. The average discount rate applied to estimate the present value of future obligations increased from 3.24% to 3.47%, thereby decreasing the net obligation by \$25 million. Changes to demographic assumptions reduced the net obligation by \$2 million.

During the nine-month period ended June 2016, the Company recognized a loss of \$36 million relating to the increase of the estimated net obligation for employee future benefits. The return on plan assets was more than the expected return, reducing the net obligation by \$37 million. The average discount rate applied to estimate the present value of future obligations decreased from 4.04% to 3.44%, thereby increasing the net obligation by \$73 million.

Comprehensive items include gains or losses related to the currency translation of the assets and liabilities of the Company's French and U.S. operations. The gains or losses are generated by changes in the end of period exchange rates. During the nine-month period ended June 2017, the currency translation of the French operations generated a gain of \$1 million. The currency translation of the U.S. operations did not generate a gain or a loss. During the nine-month period ended June 2016, the currency translation of the French operations generated a loss of \$7 million. The currency translation of the U.S. operations generated a gain of \$1 million.

## SELECTED QUARTERLY INFORMATION

Selected quarterly information for the eight most recently completed fiscal quarters is disclosed below.

	\$ millions (except as otherwise noted)							
	Sep 15	Dec 15	Mar 16	Jun 16	Sep 16	Dec 16	Mar 17	Jun 17
Sales	373	354	380	376	389	370	387	<b>419</b>
Adjusted EBITDA	36	29	36	26	57	34	54	<b>59</b>
Depreciation and amortization	12	12	13	13	15	12	13	<b>12</b>
Other items expense (credit)	-	1	-	(5)	-	1	-	<b>9</b>
Operating earnings	24	16	23	18	42	21	41	<b>38</b>
Net earnings (loss)	(32)	(28)	27	9	12	(9)	24	<b>17</b>
Basic and fully diluted net earnings (loss) per share (\$)	(0.32)	(0.28)	0.27	0.09	0.12	(0.09)	0.24	<b>0.17</b>
Comprehensive earnings (loss)	(29)	(16)	(10)	(8)	22	29	33	<b>18</b>

## FINANCIAL POSITION

### CASH FLOW – OPERATIONS

	(\$ millions)							
	Fiscal 2016				Fiscal 2017			
	Dec 15	Mar 16	Jun 16	Sep 16	Dec 16	Mar 17	Jun 17	Sep 17
Cash flow from operations before working capital changes	22	35	21	48	34	53	<b>56</b>	-
Less:								
Additions to property, plant and equipment	10	7	10	17	10	6	<b>9</b>	-
Interest on debt	15	16	15	15	15	15	<b>14</b>	-
Free cash flow (negative)	(3)	12	(4)	16	9	32	<b>33</b>	-

Cash flow from operations before working capital changes for the first nine months of fiscal 2017 was \$143 million, compared to \$78 million in the prior year period. The \$56 million increase in adjusted EBITDA, which included a \$19 million increase in non-cash share-based compensation expense led to the higher cash flow from operations before working capital changes. After allowing for capital expenditures of \$25 million and interest on debt of \$44 million, free cash flow for the first nine months of fiscal 2017 was \$74 million compared to \$5 million in the prior year period.

## FINANCIAL POSITION

### CAPITAL EXPENDITURES

The following table summarizes capital expenditures by segment:

\$ millions	Quarters ended		Nine months ended	
	June	June	June	June
	2016	2017	2016	2017
Forest Products	1	2	4	6
Specialty Cellulose Pulp	6	5	15	10
Paper Pulp	1	1	4	3
Paper	2	1	4	5
Corporate	-	-	-	1
	10	9	27	25

During the first nine months of fiscal 2017, capital expenditures totalled \$25 million, compared to \$27 million in the prior year period. There were no significant large projects under construction in either period.

During the month of March 2017, the Company became eligible for the “Tarif L” program in the Province of Quebec. The program allows large industrial electricity consumption sites, such as Temiscaming and Matane, to benefit from electricity rebates conditional on proceeding with expenditures related to qualified capital projects. The program covers capital expenditures from April 2016 to December 2020. The payment of the electricity rebates will only commence once the Company’s cumulative expenditures have reached a specified threshold. Based on current forecast spending, the Company estimates that the rebates would commence in the spring of 2018. As of the end of the June 2017 quarter, the Company had recorded a receivable of \$6 million related to the Tarif L program and reported capital expenditures had been reduced by this amount.

### LIQUIDITY

The Company has set an objective of maintaining a minimum liquidity of \$135 million to \$150 million. As at June 24, 2017, the Company had total cash, including restricted cash, of \$70 million plus unused operating lines of \$117 million, for total liquidity of \$187 million. At September 24, 2016, the date of the last audited consolidated financial statements, the Company had total cash, including restricted cash, of \$46 million and unused operating lines of \$102 million, for total liquidity of \$148 million.

The following table summarizes operating bank loan availability and utilization:

<b>Operating Bank Loans</b>				
\$ millions	September	December	March	June
	2016	2016	2017	2017
Borrowing base	190	186	187	178
Less: fixed availability reserves	(31)	(15)	(15)	(15)
Less: variable availability reserves	-	-	-	-
Net availability	159	171	172	163
Outstanding letters of credit	(45)	(45)	(42)	(42)
Amount drawn	(12)	(20)	(4)	(4)
Unused amount	102	106	126	117

The Company’s current ABL consists of a \$150 million revolving credit facility (revolving loan) and a US \$50 million “first in, last out” term loan (FILO). The FILO tranche is classified as long-term debt and bears interest at a rate of LIBOR + 7.25% subject to a 1% LIBOR floor. The revolving loan will expire on November 18, 2020, provided several conditions are met, including repayment of the FILO loan on or prior to its maturity date of September 30, 2018. Failure to repay the FILO loan by its maturity date would accelerate the maturity date of the revolving loan to September 30, 2018. The ABL has a first priority charge over the receivables and inventories of the Company’s Canadian and U.S. operations. It is also secured by a first priority charge on the fixed assets of one of the Company’s U.S. subsidiaries.

## FINANCIAL POSITION

The ABL credit agreement contains an annual mandatory prepayment clause related to the FILO loan. The amount of the annual mandatory prepayment is based on the Company's profitability in the prior fiscal year. The prepayment can only be made if ABL revolver availability is at or above \$100 million after the prepayment is made. Based on the Company's fiscal 2016 results, the amount of the prepayment was calculated to be \$16 million. There is no prepayment premium or penalty applicable to the mandatory prepayment. In late November 2016, the FILO loan lenders waived the mandatory prepayment. In December 2016, the Company made a voluntary principal prepayment of \$16 million (US \$12 million) on the FILO loan. The Company also paid a 1% prepayment penalty on the US \$12 million. The balance outstanding on the FILO loan at the end of the June 2017 quarter was \$67 million (US \$50 million). As a result of the voluntary prepayment, the fixed availability reserves on the revolver portion of the ABL declined by \$16 million. As at the end of the June 2017 quarter, an amount of \$128 million was available on the revolver portion of the ABL and no amount was drawn on the facility other than letter of credit utilization noted below.

The outstanding letters of credit constitute security for various operating items, principally the unfunded portion of supplementary retirement plans, future landfill closure liabilities and performance guarantees related to electricity generation agreements. The Company also has a dedicated unsecured credit facility that can only be utilized to issue letters of credit. At the end of the June 2017 quarter, there were \$8 million of outstanding letters of credit issued on this facility. The remaining \$34 million of letters of credit have been issued under the ABL revolver facility.

The French operations are supported by a "receivable factoring" agreement. As at the end of the June 2017 quarter, an amount of \$27 million was available and an amount of \$4 million was drawn on this facility.

The Company's liquidity is dependent on generating a sufficient amount of adjusted EBITDA and cash flow from operations. Based on existing liquidity and anticipated future operating cash flow, the Company believes that it will be able to adequately fund its operations and meet its future obligations as they become due. This determination could be impacted by economic, financial, competitive, legislative and regulatory factors, as well as other events, that are beyond the Company's control.

### LONG-TERM DEBT

	Fiscal 2016				Fiscal 2017			
	<u>Dec 15</u>	<u>Mar 16</u>	<u>Jun 16</u>	<u>Sep 16</u>	<u>Dec 16</u>	<u>Mar 17</u>	<b><u>Jun 17</u></b>	<u>Sep 17</u>
Net debt (\$ millions)	776	758	712	682	689	653	<b>636</b>	-
Net debt / LTM (last twelve months) adjusted EBITDA (times)	9.8	7.4	5.6	4.6	4.5	3.8	<b>3.1</b>	-
LTM adjusted EBITDA / LTM interest on indebtedness (times)	1.4	1.8	2.1	2.4	2.5	2.9	<b>3.5</b>	-
Net debt / total capitalization (%)	78%	77%	76%	74%	74%	71%	<b>68%</b>	-

The Company has set certain objectives relating to its level of indebtedness. The Company's long-term objectives are to reduce net debt to \$500 million, maintain a net debt to LTM adjusted EBITDA of 3 or less, an interest coverage target of 3 or more and a net debt to total capitalization target of 40% or less. The detailed calculations are outlined in the Definitions – non-IFRS financial measures section of the MD&A. The Company recognizes that the significant investment in the Temiscaming cogen project led to an increase in debt levels. With no significant large capital expenditure projects in the near term, the focus will be to continue to reduce leverage.

In October 2014, the Company completed a private debt offering of US \$375 million – 9% senior secured notes. The secured notes mature in December 2019. The senior secured notes have a first ranking charge on the majority of the Company's Canadian fixed assets and associated spare parts as well as a second ranking charge on the majority of the accounts receivable and inventory associated with the aforementioned fixed assets.



## FINANCIAL POSITION

The Company entered into a \$40 million term loan facility to assist with the financing of the specialty cellulose cogeneration project in Temiscaming, Quebec. The loan is secured by a first ranking charge on the project assets. On July 12, 2012, the Company received an advance of \$20 million bearing interest at 6.35% repayable in blended monthly instalments over a period of eight years beginning in July 2014, with a “balloon” payment of \$12 million to be repaid in July 2022. On October 18, 2013, the Company received an advance of \$20 million bearing interest at 6.86%, repayable in blended monthly instalments over a period of eight years beginning in November 2014 with a “balloon” payment of \$12 million to be repaid in October 2022. As at the end of June 2017, the Company had repaid \$5 million of the principal related to the term loan and \$35 million remained outstanding.

In connection with the specialty cellulose cogeneration project in Temiscaming, Quebec, the Company entered into a \$75 million term loan facility, bearing interest at 5.5%. The term loan facility of \$75 million will be repaid in 112 equal monthly payments beginning in January 2019. The loan is secured by a second ranking charge on the project assets. The Company entered into an additional term loan facility to borrow up to \$18 million with the same lender, at an interest rate of 5.5%. The \$18 million term loan facility will be repaid in 15 equal monthly payments of \$520,000 beginning in December 2018 and a “balloon” payment of \$10 million in March 2020. The additional loan is also secured by a second ranking charge on the project assets.

## CREDIT RATINGS

In March 2017, Moody’s Investors Service (Moody’s) increased the rating on the 9% senior secured notes as well as the Company’s corporate credit rating from B3 to B2. They also changed their outlook from “negative” to “stable”. Standard and Poor’s (S&P) has assigned a B- rating to the 9% senior secured notes and the same level for the Company’s corporate credit rating. S&P has a “stable” outlook with respect to its rating.

## CAPITAL STOCK INFORMATION

As at July 26, 2017, issued and outstanding capital shares consisted of 100,000,000 common shares (100,000,000 as at September 24, 2016). In fiscal 2013, the Company granted a lender a five-year option to acquire 3 million common shares at a price of \$7 per share. The option expires on August 30, 2017. In fiscal 2014, the Company granted the same lender a five-year option to acquire 712,000 common shares at a price of \$3.783 per share. The option expires on December 11, 2018.

## INTERNAL CONTROLS OVER FINANCIAL REPORTING

During the quarter ended June 24, 2017, the Company did not make any changes to its internal controls over financial reporting that would have materially affected, or would likely materially affect, such controls.

## OUTLOOK

Overall, the June 2017 quarterly results exceeded expectations as several business units generated earnings ahead of forecast. Currency helped all four business segments as the Canadian dollar averaged 1.7% lower versus the US dollar.

The \$6 million decrease in adjusted EBITDA for the Specialty Cellulose segment was expected. The annual major maintenance outage at the Temiscaming mill increased quarterly costs by \$7 million. The Company anticipates continued strong results from this business segment. There will be no major maintenance at either of the two pulp mills in the September 2017 quarter. Lumber markets continued to be strong and US dollar prices increased quarter-over-quarter. The recently announced CVD and ADD preliminary determinations are impacting prices. The Company had anticipated that a portion of the deposits would be passed on to lumber customers in the form of higher prices. The Company incurred a \$4 million charge in the June 2017 quarter for CVD deposits only. ADD deposits will begin in the September 2017 quarter. The Company is subject to the “All Other” preliminary combined rate of 26.75%, which will generate an expense of \$8 million to \$10 million per quarter, depending on the price of lumber. The Paper Pulp segment results exceeded expectations due to strong demand and slower than expected new hardwood pulp capacity start-ups. It appears that high-yield pulp prices have reached their peak and small declines are expected in the second half of the calendar year. The Paper segment generated adjusted EBITDA of \$18 million, which represents another solid quarter for the segment and it should continue to perform well. The coated bleached board market is well balanced leading to continued pricing stability. The newsprint market continues to experience declining demand and will require further capacity reduction to maintain a balanced market.

With trailing twelve-month adjusted EBITDA of \$204 million, including \$18 million of share-based compensation expense, the Company continued to demonstrate the positive impact on margins of the Temiscaming cogeneration project as well as other cost reduction and productivity initiatives. The Company will continue to focus on controllable items such as cost and working capital items with a goal of further improving operating margins. While the CVD and ADD deposits will impact future cash flow, the Company’s relatively high liquidity combined with improving margins have put it in a good position to continue to reduce its level of indebtedness and proceed with cost reducing capital expenditures.

## OTHER DATA

	Fiscal 2016				Fiscal 2017			
	<u>Dec 15</u>	<u>Mar 16</u>	<u>Jun 16</u>	<u>Sep 16</u>	<u>Dec 16</u>	<u>Mar 17</u>	<u>Jun 17</u>	<u>Sep 17</u>
Shares outstanding - end of quarter (millions)	100	100	100	100	100	100	<b>100</b>	-
Book value per share (\$)	0.55	0.45	0.37	0.59	0.88	1.21	<b>1.39</b>	-
Foreign exchange:								
1 C \$ = US \$ - average	0.749	0.727	0.776	0.767	0.751	0.755	<b>0.742</b>	-
- period end	0.722	0.755	0.769	0.759	0.739	0.748	<b>0.754</b>	-
1 euro = US \$ - average	1.094	1.101	1.131	1.116	1.083	1.064	<b>1.096</b>	-
- period end	1.095	1.117	1.108	1.123	1.045	1.080	<b>1.120</b>	-
1 euro = C \$ - average	1.460	1.515	1.457	1.455	1.443	1.408	<b>1.477</b>	-
- period end	1.516	1.480	1.441	1.479	1.414	1.445	<b>1.485</b>	-

## DEFINITIONS – NON-IFRS FINANCIAL MEASURES

The following summarizes non-IFRS financial measures utilized in the MD&A. As there is no generally accepted method of calculating these financial measures, they may not be comparable to similar measures reported by other companies.

**Adjusted EBITDA** refers to earnings before interest, income taxes, depreciation, amortization and other items. Since the Company excludes “other items” such as gains and losses on significant asset disposals, lumber duty deposits, restructuring charges and custodial costs for permanently idled facilities, it differs from EBITDA. Adjusted EBITDA does not have any standardized meaning according to IFRS. The Company defines adjusted EBITDA as sales less cost of sales and selling, general and administrative expenses, meaning it represents operating earnings before depreciation, amortization and other items. The Company considers adjusted EBITDA to be a useful indicator of the financial performance of the Company, the business segments and the individual business units. The most comparable financial measure is operating earnings or loss. The following table is a reconciliation of quarterly operating earnings to the Company’s definition of adjusted EBITDA:

	\$ millions							
	Fiscal 2016				Fiscal 2017			
	<u>Dec 15</u>	<u>Mar 16</u>	<u>Jun 16</u>	<u>Sep 16</u>	<u>Dec 16</u>	<u>Mar 17</u>	<b><u>Jun 17</u></b>	<u>Sep 17</u>
Operating earnings	16	23	18	42	21	41	<b>38</b>	-
Depreciation and amortization	12	13	13	15	12	13	<b>12</b>	-
Other items expense (credit)	1	-	(5)	-	1	-	<b>9</b>	-
<b>Adjusted EBITDA</b>	<b>29</b>	<b>36</b>	<b>26</b>	<b>57</b>	<b>34</b>	<b>54</b>	<b>59</b>	-

**Free cash flow** refers to cash provided by operating activities before changes in non-cash working capital balances less interest expense and capital expenditures. Working capital changes are excluded as they are often seasonal and temporary in nature. The Company considers free cash flow to be a useful indicator of its ability to generate discretionary cash flow, thereby improving its overall liquidity position.

**Net debt** refers to debt less cash, cash equivalents and restricted cash.

**Total capitalization** refers to net debt plus deferred tax liabilities, employee future benefit liabilities, long-term provisions, other long-term liabilities, and shareholders’ equity.

**Net debt to total capitalization** is used by the Company to measure its financial leverage.

	\$ millions							
	Fiscal 2016				Fiscal 2017			
	<u>Dec 15</u>	<u>Mar 16</u>	<u>Jun 16</u>	<u>Sep 16</u>	<u>Dec 16</u>	<u>Mar 17</u>	<b><u>Jun 17</u></b>	<u>Sep 17</u>
Operating bank loans / Bank indebtedness	69	77	43	7	15	4	<b>4</b>	-
Long-term debt	711	685	689	679	694	688	<b>685</b>	-
Net unamortized financing costs <sup>(1)</sup>	25	23	21	20	19	13	<b>12</b>	-
Current portion of long-term debt	14	16	6	22	6	5	<b>5</b>	-
Less: cash, cash equivalents and restricted cash	(43)	(43)	(47)	(46)	(45)	(57)	<b>(70)</b>	-
<b>Net debt</b>	<b>776</b>	<b>758</b>	<b>712</b>	<b>682</b>	<b>689</b>	<b>653</b>	<b>636</b>	-
Long-term liabilities <sup>(2)</sup>	158	178	188	183	149	149	<b>156</b>	-
Shareholders’ equity	55	45	37	59	88	121	<b>139</b>	-
<b>Total capitalization</b>	<b>989</b>	<b>981</b>	<b>937</b>	<b>924</b>	<b>926</b>	<b>923</b>	<b>931</b>	-
<b>Net debt to total capitalization ratio</b>	<b>78%</b>	<b>77%</b>	<b>76%</b>	<b>74%</b>	<b>74%</b>	<b>71%</b>	<b>68%</b>	-

<sup>(1)</sup> Includes both current and long-term portion

<sup>(2)</sup> Not adjusted for liabilities held for sale

## DEFINITIONS – NON-IFRS FINANCIAL MEASURES

*Net debt to LTM (last twelve months) adjusted EBITDA* is used by the Company to measure its financial leverage.

	\$ millions							
	Fiscal 2016				Fiscal 2017			
	<u>Dec 15</u>	<u>Mar 16</u>	<u>Jun 16</u>	<u>Sep 16</u>	<u>Dec 16</u>	<u>Mar 17</u>	<b><u>Jun 17</u></b>	<u>Sep 17</u>
Net debt	776	758	712	682	689	653	<b>636</b>	-
LTM adjusted EBITDA	79	103	127	148	153	171	<b>204</b>	-
Net debt to LTM adjusted EBITDA (times)	9.8	7.4	5.6	4.6	4.5	3.8	<b>3.1</b>	-

*LTM adjusted EBITDA to LTM interest on indebtedness* is used by the Company to measure its financial leverage.

	\$ millions							
	Fiscal 2016				Fiscal 2017			
	<u>Dec 15</u>	<u>Mar 16</u>	<u>Jun 16</u>	<u>Sep 16</u>	<u>Dec 16</u>	<u>Mar 17</u>	<b><u>Jun 17</u></b>	<u>Sep 17</u>
LTM adjusted EBITDA	79	103	127	148	153	171	<b>204</b>	-
LTM interest on indebtedness	55	58	60	61	61	60	<b>59</b>	-
LTM adjusted EBITDA / LTM interest on indebtedness (times)	1.4	1.8	2.1	2.4	2.5	2.9	<b>3.5</b>	-

**TEMBEC INC.**  
**CONSOLIDATED BALANCE SHEETS**

(unaudited) (in millions of Canadian dollars)

	June 24, 2017	Sept. 24, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 68	\$ 44
Restricted cash	2	2
Trade and other receivables	170	153
Inventories (note 3)	274	273
Prepaid expenses	8	9
Assets classified as held for sale (note 4)	-	10
	<b>522</b>	<b>491</b>
Property, plant and equipment (note 5)	628	639
Biological assets	3	3
Employee future benefits	39	23
Other assets	6	2
Deferred tax assets	2	2
	<b>\$ 1,200</b>	<b>\$ 1,160</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Operating bank loans (note 6)	\$ 4	\$ 7
Trade, other payables and accrued charges	205	193
Interest payable	2	13
Income tax payable	2	-
Provisions	2	4
Current portion of long-term debt (note 7)	5	22
Liabilities classified as held for sale (note 4)	-	1
	<b>220</b>	<b>240</b>
Long-term debt (note 7)	685	679
Provisions	12	12
Employee future benefits	143	169
Other long-term liabilities	1	1
	<b>1,061</b>	<b>1,101</b>
Shareholders' equity:		
Share capital (note 8)	568	568
Accumulated other comprehensive earnings	16	15
Deficit	(445)	(524)
	<b>139</b>	<b>59</b>
	<b>\$ 1,200</b>	<b>\$ 1,160</b>

Subsequent event (note 15)

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

**TEMBEC INC.**  
**CONSOLIDATED STATEMENTS OF NET EARNINGS (LOSS)**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars, unless otherwise noted)

	Quarters		Nine months	
	2017	2016	2017	2016
Sales	\$ 419	\$ 376	\$ 1,176	\$ 1,110
Freight and other deductions	51	49	144	145
Cost of sales (excluding depreciation and amortization)	282	284	818	827
Selling, general and administrative	16	16	48	47
Share-based compensation	11	1	19	-
Depreciation and amortization	12	13	37	38
Other items (note 9)	9	(5)	10	(4)
<b>Operating earnings</b>	<b>38</b>	<b>18</b>	<b>100</b>	<b>57</b>
Interest, foreign exchange and other	20	18	56	57
Foreign exchange loss (gain) on long-term debt	(5)	(11)	4	(14)
Net finance costs (note 10)	15	7	60	43
Earnings before income taxes	23	11	40	14
Income tax expense (note 11)	6	2	8	6
<b>Net earnings</b>	<b>\$ 17</b>	<b>\$ 9</b>	<b>\$ 32</b>	<b>\$ 8</b>
Basic and diluted net earnings in dollars per share (note 8)	\$ 0.17	\$ 0.09	\$ 0.32	\$ 0.08

**TEMBEC INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS (LOSS)**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars)

	Quarters		Nine months	
	2017	2016	2017	2016
Net earnings	\$ 17	\$ 9	\$ 32	\$ 8
Other comprehensive earnings (loss), net of income taxes:				
Items that will never be reclassified to earnings (loss):				
Defined benefit pension plans and other benefit plans (note 12)	(7)	(12)	47	(36)
Income tax recovery	2	-	-	-
	(5)	(12)	47	(36)
Item that may be reclassified to earnings (loss) in future periods:				
Foreign currency translation differences for foreign operations	6	(5)	1	(6)
Other comprehensive earnings (loss)	1	(17)	48	(42)
<b>Total comprehensive earnings (loss)</b>	<b>\$ 18</b>	<b>\$ (8)</b>	<b>\$ 80</b>	<b>\$ (34)</b>

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

<b>TEMBEC INC.</b> <b>CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY</b>
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Quarters and nine months ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars)

	Quarters		Nine months	
	2017	2016	2017	2016
Share capital	\$ 568	\$ 568	\$ 568	\$ 568
Accumulated other comprehensive earnings:				
Balance - beginning of period	\$ 10	\$ 15	\$ 15	\$ 16
Foreign currency translation differences for foreign operations	6	(5)	1	(6)
Balance - end of period	\$ 16	\$ 10	\$ 16	\$ 10
Deficit:				
Balance - beginning of period	\$ (457)	\$ (538)	\$ (524)	\$ (513)
Net earnings for the period	17	9	32	8
Other comprehensive earnings (loss):				
Defined benefit pension plans and other benefit plans (note 12)	(7)	(12)	47	(36)
Income tax recovery	2	-	-	-
Balance - end of period	\$ (445)	\$ (541)	\$ (445)	\$ (541)
Shareholders' equity	\$ 139	\$ 37	\$ 139	\$ 37

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

**TEMBEC INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars)

	Quarters		Nine months	
	2017	2016	2017	2016
<b>Cash flows from operating activities:</b>				
Net earnings	\$ 17	\$ 9	\$ 32	\$ 8
Adjustments for:				
Depreciation and amortization	12	13	37	38
Net finance costs (note 10)	15	7	60	43
Foreign exchange and bank charges	(2)	(1)	(3)	(4)
Income tax expense (note 11)	6	2	8	6
Income tax paid	(2)	(1)	(6)	(1)
Difference between cash contributions and employee future benefits expense	1	(1)	2	(3)
Share-based compensation	11	1	19	-
Settlement on sale of pulp mills (note 9)	-	(5)	-	(5)
Gain on sale of assets (note 9)	(1)	(1)	(1)	(1)
Other	(1)	(2)	(5)	(3)
	<b>56</b>	<b>21</b>	<b>143</b>	<b>78</b>
<b>Changes in non-cash working capital:</b>				
Trade and other receivables	(17)	4	(10)	20
Inventories	32	50	1	3
Prepaid expenses	-	2	-	1
Trade, other payables and accrued charges	(21)	(10)	-	(7)
	<b>(6)</b>	<b>46</b>	<b>(9)</b>	<b>17</b>
	<b>50</b>	<b>67</b>	<b>134</b>	<b>95</b>
<b>Cash flows used in investing activities:</b>				
Disbursements for property, plant and equipment	(13)	(11)	(36)	(29)
Proceeds from sale of net assets	2	7	10	7
Change in restricted cash	-	3	-	(1)
	<b>(11)</b>	<b>(1)</b>	<b>(26)</b>	<b>(23)</b>
<b>Cash flows used in financing activities:</b>				
Repayment of asset-based loan	-	-	-	(105)
Proceeds from new asset-based loan	-	-	-	61
Change in operating bank loans	-	(35)	(9)	(29)
Increase in long-term debt (note 7)	-	7	-	87
Repayments of long-term debt (note 7)	(2)	(2)	(20)	(5)
Interest paid	(25)	(27)	(55)	(57)
	<b>(27)</b>	<b>(57)</b>	<b>(84)</b>	<b>(48)</b>
	<b>12</b>	<b>9</b>	<b>24</b>	<b>24</b>
Foreign exchange gain (loss) on cash and cash equivalents held in foreign currencies	1	(1)	-	(1)
Net increase in cash and cash equivalents	<b>13</b>	<b>8</b>	<b>24</b>	<b>23</b>
Cash and cash equivalents, beginning of period	<b>55</b>	<b>36</b>	<b>44</b>	<b>21</b>
Cash and cash equivalents, end of period	<b>\$ 68</b>	<b>\$ 44</b>	<b>\$ 68</b>	<b>\$ 44</b>

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



**TEMBEC INC.**  
**CONSOLIDATED BUSINESS SEGMENT INFORMATION**

Quarters ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars)

							Quarter ended June 24, 2017	
	Forest Products	Specialty Cellulose	Paper Pulp	Paper	Corporate	Consolidation adjustments	Consolidated	
<b>Sales:</b>								
External	\$ 102	\$ 124	\$ 91	\$ 102	\$ -	\$ -	\$ 419	
Internal	12	-	8	-	2	(22)	-	
	<b>114</b>	<b>124</b>	<b>99</b>	<b>102</b>	<b>2</b>	<b>(22)</b>	<b>419</b>	
Freight and other deductions	11	12	17	11	-	-	51	
Cost of sales	80	85	66	71	2	(22)	282	
Selling, general and administrative	3	5	1	2	5	-	16	
Share-based compensation	-	-	-	-	11	-	11	
<b>Earnings (loss) before the following (adjusted EBITDA):</b>	<b>20</b>	<b>22</b>	<b>15</b>	<b>18</b>	<b>(16)</b>	<b>-</b>	<b>59</b>	
Depreciation and amortization	2	5	2	2	1	-	12	
Other items (note 9)	4	-	-	-	5	-	9	
<b>Operating earnings (loss)</b>	<b>\$ 14</b>	<b>\$ 17</b>	<b>\$ 13</b>	<b>\$ 16</b>	<b>\$ (22)</b>	<b>\$ -</b>	<b>\$ 38</b>	
<b>Additions to property, plant and equipment</b>	<b>\$ 2</b>	<b>\$ 5</b>	<b>\$ 1</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 9</b>	
<b>Total assets</b>	<b>\$ 163</b>	<b>\$ 693</b>	<b>\$ 138</b>	<b>\$ 155</b>	<b>\$ 51</b>	<b>\$ -</b>	<b>\$ 1,200</b>	
<b>Total liabilities</b>	<b>\$ 39</b>	<b>\$ 276</b>	<b>\$ 33</b>	<b>\$ 72</b>	<b>\$ 641</b>	<b>\$ -</b>	<b>\$ 1,061</b>	

							Quarter ended June 25, 2016	
	Forest Products	Specialty Cellulose	Paper Pulp	Paper	Corporate	Consolidation adjustments	Consolidated	
<b>Sales:</b>								
External	\$ 89	\$ 109	\$ 79	\$ 99	\$ -	\$ -	\$ 376	
Internal	13	2	7	-	2	(24)	-	
	<b>102</b>	<b>111</b>	<b>86</b>	<b>99</b>	<b>2</b>	<b>(24)</b>	<b>376</b>	
Freight and other deductions	10	10	18	11	-	-	49	
Cost of sales	85	86	65	70	2	(24)	284	
Selling, general and administrative	3	5	2	2	4	-	16	
Share-based compensation	-	-	-	-	1	-	1	
<b>Earnings (loss) before the following (adjusted EBITDA):</b>	<b>4</b>	<b>10</b>	<b>1</b>	<b>16</b>	<b>(5)</b>	<b>-</b>	<b>26</b>	
Depreciation and amortization	2	7	2	2	-	-	13	
Other items (note 9)	-	-	-	-	(5)	-	(5)	
<b>Operating earnings (loss)</b>	<b>\$ 2</b>	<b>\$ 3</b>	<b>\$ (1)</b>	<b>\$ 14</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 18</b>	
<b>Additions to property, plant and equipment</b>	<b>\$ 1</b>	<b>\$ 6</b>	<b>\$ 1</b>	<b>\$ 2</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 10</b>	
<b>Total assets</b>	<b>\$ 166</b>	<b>\$ 678</b>	<b>\$ 129</b>	<b>\$ 167</b>	<b>\$ 6</b>	<b>\$ -</b>	<b>\$ 1,146</b>	
<b>Total liabilities</b>	<b>\$ 41</b>	<b>\$ 261</b>	<b>\$ 28</b>	<b>\$ 84</b>	<b>\$ 695</b>	<b>\$ -</b>	<b>\$ 1,109</b>	

**TEMBEC INC.**  
**CONSOLIDATED BUSINESS SEGMENT INFORMATION**

Nine months ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars)

	Nine months ended June 24, 2017						
	Forest Products	Specialty Cellulose	Paper Pulp	Paper	Corporate	Consolidation adjustments	Consolidated
<b>Sales:</b>							
External	\$ 292	\$ 347	\$ 243	\$ 294	\$ -	\$ -	\$ 1,176
Internal	45	-	24	-	4	(73)	-
	337	347	267	294	4	(73)	1,176
Freight and other deductions	33	31	49	31	-	-	144
Cost of sales	256	243	183	205	4	(73)	818
Selling, general and administrative	9	13	4	7	15	-	48
Share-based compensation	-	-	-	-	19	-	19
<b>Earnings (loss) before the following (adjusted EBITDA):</b>	<b>39</b>	<b>60</b>	<b>31</b>	<b>51</b>	<b>(34)</b>	<b>-</b>	<b>147</b>
Depreciation and amortization	5	19	8	4	1	-	37
Other items (note 9)	4	-	-	-	6	-	10
<b>Operating earnings (loss)</b>	<b>\$ 30</b>	<b>\$ 41</b>	<b>\$ 23</b>	<b>\$ 47</b>	<b>\$ (41)</b>	<b>\$ -</b>	<b>\$ 100</b>
<b>Additions to property, plant and equipment</b>	<b>\$ 6</b>	<b>\$ 10</b>	<b>\$ 3</b>	<b>\$ 5</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>\$ 25</b>
<b>Total assets</b>	<b>\$ 163</b>	<b>\$ 693</b>	<b>\$ 138</b>	<b>\$ 155</b>	<b>\$ 51</b>	<b>\$ -</b>	<b>\$ 1,200</b>
<b>Total liabilities</b>	<b>\$ 39</b>	<b>\$ 276</b>	<b>\$ 33</b>	<b>\$ 72</b>	<b>\$ 641</b>	<b>\$ -</b>	<b>\$ 1,061</b>

	Nine months ended June 25, 2016						
	Forest Products	Specialty Cellulose	Paper Pulp	Paper	Corporate	Consolidation adjustments	Consolidated
<b>Sales:</b>							
External	\$ 272	\$ 336	\$ 207	\$ 295	\$ -	\$ -	\$ 1,110
Internal	48	4	24	-	4	(80)	-
	320	340	231	295	4	(80)	1,110
Freight and other deductions	32	31	48	34	-	-	145
Cost of sales	275	249	178	201	4	(80)	827
Selling, general and administrative	9	14	4	7	13	-	47
Share-based compensation	-	-	-	-	-	-	-
<b>Earnings (loss) before the following (adjusted EBITDA):</b>	<b>4</b>	<b>46</b>	<b>1</b>	<b>53</b>	<b>(13)</b>	<b>-</b>	<b>91</b>
Depreciation and amortization	5	21	8	4	-	-	38
Other items (note 9)	-	-	-	-	(4)	-	(4)
<b>Operating earnings (loss)</b>	<b>\$ (1)</b>	<b>\$ 25</b>	<b>\$ (7)</b>	<b>\$ 49</b>	<b>\$ (9)</b>	<b>\$ -</b>	<b>\$ 57</b>
<b>Additions to property, plant and equipment</b>	<b>\$ 4</b>	<b>\$ 15</b>	<b>\$ 4</b>	<b>\$ 4</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 27</b>
<b>Total assets</b>	<b>\$ 166</b>	<b>\$ 678</b>	<b>\$ 129</b>	<b>\$ 167</b>	<b>\$ 6</b>	<b>\$ -</b>	<b>\$ 1,146</b>
<b>Total liabilities</b>	<b>\$ 41</b>	<b>\$ 261</b>	<b>\$ 28</b>	<b>\$ 84</b>	<b>\$ 695</b>	<b>\$ -</b>	<b>\$ 1,109</b>

<b>TEMBEC INC.</b> <b>NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS</b>
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Quarters and nine months ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars, unless otherwise noted)

**1. Reporting entity and nature of operations**

Tembec Inc. is incorporated and domiciled in Canada and listed on the Toronto Stock Exchange under the symbol TMB. The address of the registered office is 4 Place Ville-Marie, Suite 100, Montreal, Quebec, Canada, H3B 2E7.

Tembec Inc. (the “Corporation”) and its subsidiaries (collectively “Tembec” or the “Company”) operate an integrated forest products business.

**2. Basis of presentation and new standards**

**Statement of compliance**

These unaudited interim consolidated financial statements and the notes thereto have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) applicable to the preparation of interim financial statements, including International Accounting Standard (IAS) 34 – *Interim Financial Reporting*.

The accounting policies and the basis of presentation applied in these unaudited interim consolidated financial statements are consistent with those applied and disclosed in the Company’s audited consolidated financial statements for the year ended September 24, 2016. Income taxes in the interim periods are accrued using the tax rate that would be applicable to expected total annual profit or loss. The Company’s interim results are not necessarily indicative of its results for a full year.

These unaudited interim consolidated financial statements do not include all of the information and disclosures required in the annual financial statements and, accordingly, should be read in conjunction with the Company’s audited consolidated financial statements for the year ended September 24, 2016.

These unaudited interim consolidated financial statements were authorized for issue by the Board of Directors on July 26, 2017.

**Accounting estimates and judgments**

The preparation of unaudited interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expense. Actual results may differ from those estimates.

In preparing these unaudited interim consolidated financial statements, the significant judgments made by management in applying the Company’s significant accounting policies and key sources of information were the same as those applied to the audited consolidated financial statements for the year ended September 24, 2016.

**3. Inventories**

	<b>June 24, 2017</b>	<b>Sept. 24, 2016</b>
Finished goods	\$ 119	\$ 123
Logs and wood chips	76	72
Supplies and spare parts	79	78
	<b>\$ 274</b>	<b>\$ 273</b>
Inventories carried at net realizable value	<b>\$ 3</b>	<b>\$ 24</b>

Inventories at June 24, 2017, were written down by a negligible amount (September 24, 2016 - \$1 million) to reflect net realizable value being lower than cost. The write-down and reversal, if any, are included in cost of sales.

**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
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**4. Assets and liabilities classified as held for sale**

On October 31, 2016, the Company completed the sale of its softwood lumber (SPF) sawmill located in Senneterre, Quebec, including certain working capital items and the related forestry operations.

Total net proceeds received upon completion of the sale were \$8 million including post-closing working capital adjustments. As the net assets were sold at their carrying values, the sale did not give rise to a gain or loss on disposition.

As at September 24, 2016, these assets and liabilities were classified as held for sale.

**5. Property, plant and equipment**

	Net book value	
	June 24, 2017	Sept. 24, 2016
Land	\$ 3	\$ 3
Buildings	86	89
Production equipment:		
Pulp and paper	481	493
Sawmill	20	20
Forest access roads	12	11
Assets under construction	26	23
	<b>\$ 628</b>	<b>\$ 639</b>

For the nine-month period ended June 24, 2017, the Company had additions to property, plant and equipment of \$25 million.

During the March 2017 quarter, the Company became eligible for the “Tarif L” program, which allows large industrial electricity consumption sites to benefit from electricity rebates conditional on proceeding with expenditures related to qualified capital projects. The Company recognizes the electricity rebates as a reduction of the cost of the asset to which they relate at the time the eligible capital expenditures are incurred. As of the end of the June 2017 quarter, the Company had recorded a receivable of \$6 million related to this program and reported capital expenditures had been reduced by this amount.

**6. Operating bank loans**

	June 24, 2017	Sept. 24, 2016
Operating bank loans - Canadian operations	\$ -	\$ 10
Operating bank loans - French operations	4	2
	4	12
Less unamortized financing costs	-	5
	<b>\$ 4</b>	<b>\$ 7</b>

As at June 24, 2017, the Canadian operations were supported by a \$150 million asset-based revolving credit facility (ABL). The amount available, based on eligible receivables and inventories, was \$128 million of which \$34 million was reserved for letters of credit. Interest is calculated based on the Canadian base rate plus an applicable margin of 1.25% at the end of the June 2017 quarter.

The French operations are supported by “receivable factoring” agreements. As such, the borrowing base fluctuates periodically, depending on shipments and cash receipts. As at June 24, 2017, the amount available was \$27 million, of which \$4 million was drawn.

As at June 24, 2017, the unamortized financing costs of \$4 million are included in other assets as no amount is borrowed under the ABL.

**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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**7. Long-term debt**

	Maturity	June 24, 2017	Sept. 24, 2016
Tembec Industries Inc. - US \$375 million - 9% senior secured notes	12/2019	\$ 498	\$ 494
Tembec Industries Inc. - US \$50 million (September 2016 - US \$62 million) - LIBOR + 7.25% FILO term loan	09/2018	66	82
Tembec Energy LP - 5.5% term loan secured by a second ranking charge	04/2028	75	75
Tembec Energy LP - 5.5% term loan secured by a second ranking charge	03/2020	18	18
Tembec Energy LP - 6.86% term loan secured by a first ranking charge	10/2022	18	18
Tembec Energy LP - 6.35% term loan secured by a first ranking charge	07/2022	17	18
Tembec Tartas SAS	Various	10	10
Other	Various	-	1
		<b>702</b>	<b>716</b>
Less current portion		5	22
Less unamortized financing costs		12	15
		<b>\$ 685</b>	<b>\$ 679</b>

On October 18, 2016, the Company entered into an agreement to extend the maturity date of the FILO term loan from March 2018 to September 2018.

On December 22, 2016, the Company prepaid an amount of \$16 million (US \$12 million) on the FILO term loan.

The Company's credit agreements contain terms and conditions that could in certain circumstances restrict the ability of the Company to incur or guarantee additional indebtedness, to encumber or dispose of its assets or make certain payments or distributions.

**8. Share capital**

*Issued and fully paid*

	June 24, 2017	Sept. 24, 2016
100,000,000 common shares	\$ 564	\$ 564
3,712,000 warrants	4	4
	<b>\$ 568</b>	<b>\$ 568</b>

*Net earnings per share*

The following table provides the reconciliation between basic and diluted net earnings per share:

	Quarters		Nine months	
	2017	2016	2017	2016
Net earnings	\$ 17	\$ 9	\$ 32	\$ 8
Weighted average number of common shares outstanding	100,000,000	100,000,000	100,000,000	100,000,000
Dilutive effect of warrants	47,467	-	-	-
Weighted average number of diluted common shares outstanding	100,047,467	100,000,000	100,000,000	100,000,000
Basic and diluted net earnings in dollars per share	\$ 0.17	\$ 0.09	\$ 0.32	\$ 0.08

**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
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**8. Share capital (continued)**

*Share-based compensation*

During the December 2016 quarter, 957,746 Deferred Share Units (DSUs) were granted to senior executives under the Performance-Conditioned Share Unit (PCSU) plan and 491,837 DSUs were forfeited as performance conditions attached to it were not achieved. As at June 24, 2017, 3,173,854 DSUs are outstanding having a carrying value of \$9 million recorded in trade, other payables and accrued charges.

During the December 2016 quarter, 1,306,032 DSUs were granted to non-executive members of the Board under the Directors' Share Award Plan. During the March 2017 quarter, 66,102 DSUs were granted. These DSUs vest in three equal amounts at the date of the next three Annual General Shareholders' meetings beginning on January 26, 2017. As at June 24, 2017, 3,106,860 DSUs are outstanding having a carrying value of \$12 million recorded in trade, other payables and accrued charges.

The plans provide for immediate vesting of certain units upon a change of control of the Company. Consequently, an additional expense of \$5 million was recorded during the June 2017 quarter as a result of a change of estimate of the most likely vesting period due to the proposed acquisition of the Company by Rayonier Advanced Materials Inc. (RYAM).

**9. Other items**

The following table provides a summary of the other items by business segment of the Company:

	Quarters		Nine months	
	2017	2016	2017	2016
Forest Products:				
Lumber duty deposits	\$ 4	\$ -	\$ 4	\$ -
Corporate:				
Costs related to the proposed acquisition of the Company by Rayonier Advanced Materials Inc.	\$ 5	\$ -	\$ 5	\$ -
Costs for permanently idled facilities	1	1	2	2
Gain on sale of assets	(1)	(1)	(1)	(1)
Settlement on sale of pulp mills	-	(5)	-	(5)
	<u>\$ 5</u>	<u>\$ (5)</u>	<u>\$ 6</u>	<u>\$ (4)</u>
	<u>\$ 9</u>	<u>\$ (5)</u>	<u>\$ 10</u>	<u>\$ (4)</u>

**2017**

*Lumber duty deposits*

On November 25, 2016, a petition for the imposition of countervailing and antidumping duties (CVD and ADD) on softwood lumber from Canada was filed with the U.S. International Trade Commission (USITC) by the Committee Overseeing Action for Lumber International Trade Investigations or Negotiations.

The U.S. Department of Commerce (USDOC) initiated a CVD and ADD investigation. On April 24, 2017, the USDOC announced its preliminary determination on the CVD and imposed a preliminary duty rate of 19.88% applicable on shipments to the U.S. starting on April 28, 2017. The CVD requires cash deposits on shipments of softwood lumber to the U.S.

The USDOC made a preliminary determination that critical circumstances existed, which will result in CVD on shipments of softwood lumber applying retroactively effective 90 days prior to April 28, 2017.

**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
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**9. Other items (continued)**

The Company and other Canadian forest product companies, the Federal Government and Canadian provincial governments (Canadian Interests) categorically deny the US allegations and strongly disagree with the preliminary determinations made by the USITC and USDOC. Canadian Interests continue to aggressively defend the Canadian industry in this trade dispute. Depending on the outcome of the final phase of the investigation, Canadian Interests may appeal the decision of these administrative agencies to the appropriate courts, North American Free Trade Agreement (NAFTA) panels and the World Trade Organization (WTO). Notwithstanding the preliminary rates established in the investigations, the final liability for the assessment of CVD and ADD will not be determined until the administrative review process is complete. The final amount and the effective rate of CVD and ADD that may be assessed on Canadian softwood lumber exports to the U.S. cannot be determined at this time and will depend on determinations yet to be made by the USDOC and USITC and any reviewing courts, NAFTA or WTO panels to which those determinations may be appealed.

For accounting purposes, the Company has not accrued any retroactive CVD for the 90-day period prior to publication of the preliminary determination in the Federal Register which is estimated to be \$11 million in total. Management believes that the critical circumstances finding by the USDOC will not be upheld by either the USDOC or the USITC in their final determinations. The Company expects that it will be required to pay this amount in trust pending final determinations by the USDOC and USITC and will record it as a deposit receivable when made. Any adjustments to management's estimates will be made prospectively if assumptions or conclusions change due to new information warranting a change in the estimates. During the June 2017 quarter, the Company recorded a charge of \$4 million related to the CVD on shipments from April 28, 2017 to the end of the quarter.

*Costs related to the proposed acquisition of the Company by Rayonier Advanced Materials Inc.*

On May 24, 2017, RYAM and the Company entered into an agreement under which RYAM would acquire all of the outstanding common shares of the Corporation subject to shareholder and regulatory approvals. During the June 2017 quarter, the Company incurred legal and advisory fees of \$5 million related to the transaction.

*Costs for permanently idled facilities*

During the June 2017 quarter, the Company recorded a charge of \$1 million relating to several permanently idled facilities. These costs relate to custodial, site security, legal, pension plan administration and remediation activities. For the nine-month period ended June 24, 2017, these charges amounted to \$2 million.

*Gain on sale of assets*

During the June 2017 quarter, the Company completed the sale of a parcel of land in British Columbia (BC), realizing a gain of \$1 million on total consideration of \$1 million.

**2016**

During the June 2016 quarter, the Company recorded a charge of \$1 million relating to several permanently idled facilities. These costs relate to custodial, site security, legal, pension plan administration and remediation activities. For the nine-month period ended June 25, 2016, these charges amounted to \$2 million.

During the June 2016 quarter, the Company recorded a gain of \$1 million related to the sale of land and building in Huntsville, Ontario, for a total consideration of \$1 million.

During the June 2016 quarter, the Company recorded a gain of \$5 million (€3 million) related to the final settlement of a net working capital adjustment regarding the May 2010 sale of two kraft pulp mills located in Southern France. The terms of the sale provided for a post-closing purchase price adjustment based on the actual working capital balances at closing, which had been in dispute since that time.

**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
(unaudited) (in millions of Canadian dollars, unless otherwise noted)

**10. Net finance costs**

	Quarters		Nine months	
	2017	2016	2017	2016
Interest on long-term debt	\$ 14	\$ 15	\$ 44	\$ 44
Interest on short-term debt	-	-	-	2
Amortization of financing costs using the effective interest method	2	1	5	4
Bank charges and other financing expenses	1	1	3	3
Net foreign exchange loss, excluding exchange on long-term debt	1	-	-	1
Foreign exchange loss (gain) on long-term debt	(5)	(11)	4	(14)
Net interest cost on defined benefit plans	2	1	4	3
	<b>\$ 15</b>	<b>\$ 7</b>	<b>\$ 60</b>	<b>\$ 43</b>
Finance costs	\$ 20	\$ 18	\$ 60	\$ 57
Finance income	(5)	(11)	-	(14)
Net finance costs	<b>\$ 15</b>	<b>\$ 7</b>	<b>\$ 60</b>	<b>\$ 43</b>

**11. Income taxes**

The reconciliation of income taxes calculated at the statutory rate to the actual tax provision is as follows:

	Quarters		Nine months	
	2017	2016	2017	2016
Earnings before income taxes	\$ 23	\$ 11	\$ 40	\$ 14
Income tax expense based on combined federal and provincial income tax rates of 26.1% (Fiscal 2016 - 26.2%)	\$ 6	\$ 3	\$ 10	\$ 4
Increase (decrease) resulting from:				
Difference in statutory income tax rates	-	2	2	3
Unrecognized tax assets	-	2	-	3
Recognition of previously unrecognized tax assets	(1)	-	(10)	-
Deferred income tax adjustment due to rate enactment	-	-	5	-
Non-deductible (non-taxable) portion of foreign exchange loss (gain) on long-term debt	-	(2)	1	(2)
Permanent differences and other tax adjustments	1	(3)	-	(2)
	-	(1)	(2)	2
Income tax expense	<b>\$ 6</b>	<b>\$ 2</b>	<b>\$ 8</b>	<b>\$ 6</b>
Income taxes:				
Current	\$ 4	\$ 2	\$ 8	\$ 5
Deferred	2	-	-	1
Income tax expense	<b>\$ 6</b>	<b>\$ 2</b>	<b>\$ 8</b>	<b>\$ 6</b>



**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
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**12. Employee future benefits**

The Company measures its defined benefit obligations and the fair value of plan assets at year-end. At the end of each interim reporting period, the Company estimates changes in its accrued benefit liabilities based upon variations in discount rates and rates of return on plan assets, as well as any significant changes to the plans.

The following table presents the Company's employee future benefit costs included in the consolidated statements of net earnings (loss):

	Quarters		Nine months	
	2017	2016	2017	2016
Defined benefit pension plans	\$ 3	\$ 2	\$ 8	\$ 7
Defined contribution and other retirement plans	2	2	5	5
Other benefit plans	-	-	1	-
Current service cost	\$ 5	\$ 4	\$ 14	\$ 12
Administrative expenses	\$ 1	\$ -	\$ 2	\$ 1
Net interest cost	\$ 2	\$ 1	\$ 4	\$ 3

The actuarial gains (losses) on employee future benefits included in other comprehensive earnings (loss) are as follows:

	Quarters		Nine months	
	2017	2016	2017	2016
Actuarial gain (loss) - variation in discount rate	\$ (23)	\$ (36)	\$ 25	\$ (73)
Return on plan assets - excluding interest income	17	25	20	37
Actuarial gain - demographic assumptions	-	-	2	-
Effect of limit on recognition of assets / minimum funding requirement	(1)	(1)	-	-
	\$ (7)	\$ (12)	\$ 47	\$ (36)

The actuarial gain (loss) on variation in discount rate recognized in the statement of comprehensive earnings (loss) for the period ended June 24, 2017, was based on a variation of the discount rate for pension plans from 3.24% used at September 24, 2016, to 3.84% used at December 24, 2016, to 3.67% at March 25, 2017 and 3.47% at June 24, 2017. The actual rate of return for the nine-month period was approximately 4.6% (annualized 6.1%), which is 2.2% higher than the amount recorded in interest income of 2.4% (annualized 3.2%).

**13. Financial instruments**

**Fair value**

The carrying value and the fair value of the long-term debt are as follows:

	June 24, 2017	Sept. 24, 2016
Long-term debt:		
Carrying value	\$ 690	\$ 701
Fair value	\$ 723	\$ 594

**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Quarters and nine months ended June 24, 2017 and June 25, 2016  
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**13. Financial instruments (continued)**

**Financial risk management**

*Exposure to credit risk*

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is as follows:

	June 24, 2017	Sept. 24, 2016
Loans and receivables, other than cash, cash equivalents and restricted cash	\$ 171	\$ 154
Cash, cash equivalents and restricted cash	\$ 70	\$ 46

*Exposure to liquidity risk*

The Company has an objective of maintaining liquidity equal to 12 months of maintenance capital expenditures, interest and principal repayments, seasonal working capital requirements and general corporate purposes, which would amount to approximately \$135 million to \$150 million of liquidity.

Repayment of amounts due within one year is funded by normal collection of current trade accounts receivable. Liquidity in the form of cash, cash equivalents, restricted cash and unused revolving credit facilities is also maintained to assist in the solvency and financial flexibility of the Company. Liquidity as at June 24, 2017, totalled \$187 million (September 24, 2016 – \$148 million).

The following are the contractual maturities of financial liabilities, including interest payments:

	June 24, 2017					
	Carrying amount	Contractual cash flows	Year 1	Years 2-3	Years 4-5	After 5 years
Secured loans	\$ 681	\$ 847	\$ 59	\$ 677	\$ 31	\$ 80
Unsecured loans	9	9	2	5	2	-
Operating bank loans	4	4	4	-	-	-
Trade and others	208	208	207	1	-	-
	\$ 902	\$ 1,068	\$ 272	\$ 683	\$ 33	\$ 80

**14. Capital management**

The Company has set the following objectives relating to its level of indebtedness: net debt to last twelve months (LTM) adjusted EBITDA, LTM adjusted EBITDA to LTM interest on indebtedness and net debt to total capitalization.

The following table presents the debt ratios versus the objectives:

	Objective	June 24, 2017	Sept. 24, 2016
Net debt / LTM adjusted EBITDA (times)	3 or less	3.1	4.6
LTM adjusted EBITDA / LTM interest on indebtedness (times)	3 or more	3.5	2.4
Net debt / total capitalization (%)	40% or less	68%	74%

The Company anticipates that the ratios will continue to improve as the Temiscaming cogeneration generates incremental adjusted EBITDA.

There were no changes in the Company's approach to capital management during the period.

**TEMBEC INC.**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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**15. Subsequent event**

On November 25, 2016, a petition for the imposition of CVD and ADD on softwood lumber from Canada was filed with the USITC by the Committee Overseeing Action for Lumber International Trade Investigations or Negotiations.

On June 26, 2017, the USDOC announced its preliminary determination on the ADD and imposed a preliminary duty rate of 6.87% applicable on shipments to the U.S. starting on June 30, 2017. The ADD will require cash deposits on shipments of softwood lumber to the U.S.

The USDOC made a preliminary determination that critical circumstances existed, which will result in ADD on shipments of softwood lumber applying retroactively effective 90 days prior to June 30, 2017.

For accounting purposes, the Company has not accrued any retroactive ADD for the 90-day period prior to June 30, 2017, which is estimated to be \$3 million in total. Management believes that the critical circumstances finding by the USDOC will not be upheld by either the USDOC or the USITC in their final determinations. The Company expects that it will be required to pay this amount in trust pending final determinations by the USDOC and USITC and will record it as a deposit receivable when made. Any adjustments to management's estimates will be made prospectively if assumptions or conclusions change due to new information warranting a change in the estimates.