

Interfor Corporation Third Quarter Report For the three and nine months ended September 30, 2021

Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") provides a review of financial condition and results of operations as at and for the three and nine months ended September 30, 2021 ("Q3'21" and "YTD'21", respectively). It should be read in conjunction with the unaudited condensed consolidated interim financial statements of Interfor Corporation and its subsidiaries ("Interfor" or the "Company") for the three and nine months ended September 30, 2021, and the notes thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A contains certain non-GAAP measures which, within the Non-GAAP Measures section, are discussed, defined and reconciled to figures reported in the Company's unaudited condensed consolidated interim financial statements. This MD&A has been prepared as of November 4, 2021.

All figures are stated in Canadian Dollars, unless otherwise noted, and references to US\$/USD are to the United States Dollar.

Forward-Looking Information

This MD&A contains forward-looking information about the Company's business outlook, objectives, plans, strategic priorities and other information that is not historical fact. A statement contains forward-looking information when the Company uses what it knows and expects today, to make a statement about the future. Forward-looking information is included under the headings "Overview of Third Quarter, 2021", "Outlook", "Liquidity", "Capital Resources", "Off-Balance Sheet Arrangements", "Accounting Policy Changes" and "Risks and Uncertainties". Statements containing forward-looking information may include words such as: will, could, should, believe, expect, anticipate, intend, forecast, projection, target, outlook, opportunity, risk or strategy.

Readers are cautioned that actual results may vary from the forward-looking information in this report, and undue reliance should not be placed on such forward-looking information. Risk factors that could cause actual results to differ materially from the forward-looking information in this report are described under the heading "Risks and Uncertainties" herein, and in Interfor's 2020 annual Management's Discussion and Analysis, which is available on www.sedar.com and www.interfor.com. Material factors and assumptions used to develop the forward-looking information in this report include volatility in the selling prices for lumber, logs and wood chips; the Company's ability to compete on a global basis; the availability and cost of log supply; natural or man-made disasters; currency exchange rates; changes in government regulations; the availability of the Company's allowable annual cut ("AAC"); claims by and treaty settlements with Indigenous peoples; the Company's ability to export its products; the softwood lumber trade dispute between Canada and the U.S.; stumpage fees payable to the Province of British Columbia ("B.C."); environmental impacts of the Company's operations; labour disruptions; information systems security; the existence of a public health crisis (such as the current COVID-19 pandemic); and the assumptions described under the heading "Critical Accounting Estimates" herein and in Interfor's 2020 annual Management's Discussion and Analysis.

Unless otherwise indicated, the forward-looking statements in this report are based on the Company's expectations at the date of this report. Interfor undertakes no obligation to update such forward-looking information or statements, except as required by law.

Overview of Third Quarter, 2021

Interfor recorded Net earnings in Q3'21 of \$65.6 million, or \$1.05 per share, compared to \$419.2 million, or \$6.45 per share in Q2'21 and \$121.6 million, or \$1.81 per share in Q3'20. Adjusted net earnings in Q3'21 were \$46.7 million compared to \$433.5 million in Q2'21 and \$140.0 million in Q3'20.

Adjusted EBITDA was \$93.9 million on sales of \$664.3 million in Q3'21 versus \$611.3 million on sales of \$1.1 billion in Q2'21.

Notable items in the quarter:

- Record Production and Shipments
 - Total lumber production in Q3'21 was 731 million board feet, representing an increase of 15 million board feet quarter-over-quarter and setting an Interfor production record. The U.S. South and U.S. Northwest regions accounted for 411 million board feet and 156 million board feet, respectively, compared to 387 million board feet and 137 million board feet in Q2'21. Sawmills acquired on July 9, 2021 contributed to the increased output in both regions. Production in the B.C. region decreased to 164 million board feet from 192 million board feet in Q2'21 due to log supply related downtime at the B.C. Interior sawmills as a result of wildfires.
 - Total lumber shipments were 753 million board feet, or 39 million board feet higher than Q2'21 and 135 million board feet higher than Q3'20.
 - o Interfor's average selling price was \$744 per mfbm, down \$675 per mfbm versus Q2'21. The SYP Composite, Western SPF Composite and KD H-F Stud 2x4 9' lumber price benchmarks decreased quarter-over-quarter by US\$560, US\$840 and US\$1,051 per mfbm to US\$468, US\$479 and US\$558 per mfbm, respectively.
- Strong Free Cash Flow Generation
 - Interfor generated \$72.3 million of cash flow from operations before changes in working capital, or \$1.15 per share. A decrease in working capital investment added \$123.9 million of cash flow, primarily related to the collection of trade receivables recorded at higher lumber prices and lower log inventories in B.C. driven by wildfire impacts.
 - Net debt ended the quarter at \$(133.8) million, or (9.3)% of invested capital, resulting in available liquidity of \$836.3 million.
- Strategic Capital Investments
 - Capital spending was \$44.0 million, including \$26.6 million on high-return discretionary projects. The majority of this discretionary spending was focused on the ongoing multi-year rebuild of the Eatonton, GA sawmill, which will begin ramp-up in Q1'22.
- Acquisition of Four US Sawmills and Restart of the DeQuincy, LA Operation
 - On July 9, 2021, Interfor concluded the acquisition of four sawmill operations located in Bay Springs, MS, Fayette, AL, DeQuincy, LA and Philomath, OR (the "Acquired US Sawmills") from Georgia-Pacific Wood Products LLC and GP Wood Products LLC. The Company paid total consideration of US\$372.0 million.
 - Inventory purchase accounting adjustments of \$14.0 million related to the Acquired US Sawmills are included in production costs for Q3'21.
 - Significant progress has been made on restarting operations at the sawmill in DeQuincy, LA, which has annual lumber production capacity of 200 million board feet. Lumber production is expected to begin in Q1'22 and ramp-up over the course of 2022.
- Normal Course Issuer Bid ("NCIB") Completion and Renewal
 - o On September 16, 2021, Interfor announced an amendment to its NCIB increasing the maximum number of common shares that may be purchased by an additional 690,906 common shares. The amended NCIB allowed for the purchase of up to 6,672,658 common shares.
 - During Q3'21, Interfor purchased 2,882,048 common shares under the Company's NCIB for

total consideration of \$83.1 million. This completed the purchase of all 6,672,658 common shares allowable for total consideration of \$177.3 million, representing an average price of \$26.56 per share, or 1.03 times book value per share at September 30, 2021.

o The Company announced today a renewal of its NCIB commencing on November 11, 2021 and ending on November 10, 2022, for the purchase of up to 6,041,701 common shares, which represents 10% of the Company's public float. The Company continues to believe that, from time to time, the market price of its common shares may be attractive and their purchase would represent a prudent use of its capital to increase shareholder value.

Sale of Former Sawmill Property

 On July 21, 2021, the Company completed the sale of property, plant and equipment at its former Hammond sawmill located in Maple Ridge, B.C. for net cash proceeds of \$39.7 million and recorded a gain of \$22.8 million.

Softwood Lumber Duties

- o Interfor expensed \$6.1 million of duties in the quarter, representing the full amount of CV and AD duties incurred on its Canadian shipments of softwood lumber into the U.S. at a combined rate of 8.99%.
- Cumulative duties of US\$163.0 million have been paid by Interfor since the inception of the current trade dispute and are held in trust by the U.S. Except for US\$32.9 million in respect of overpayments arising from duty rate adjustments, Interfor has recorded the duty deposits as an expense.

Deferral of Old-Growth Logging in B.C.

On November 2, 2021, the B.C. government announced a proposed deferral of harvesting within 2.6 million hectares of B.C. forests. This proposed deferral, if implemented, has been identified as temporary and is subject to First Nations engagement which is currently ongoing. Interfor requires additional and more specific information to understand the potential impacts of this proposal on its operations in B.C. Interfor's operations within the coastal and interior regions of B.C. account for 4% and 19% of its total lumber production capacity, respectively.

Outlook

North American lumber markets over the near term are expected to remain above historical trends driven by continued strong demand from new housing starts and repair and remodel activity, albeit with volatility as the economy adjusts to the COVID-19 pandemic recovery.

Interfor expects lumber demand to continue to grow over the mid-term, as repair and renovation activities and U.S. housing starts benefit from favourable underlying economic fundamentals and trends

Interfor's strategy of maintaining a diversified portfolio of operations in multiple regions allows the Company to both reduce risk and maximize returns on capital over the business cycle. While uncertainty remains as to the duration and extent of the economic impact from the COVID-19 pandemic, Interfor is well positioned with its strong balance sheet and significant available liquidity.

Financial and Operating Highlights1

	_	For the 3 months ended		nths ended	For the 9 mo	nths ended
		Sept. 30	Sept. 30	Jun. 30	Sept. 30	Sept. 30
	Unit	2021	2020	2021	2021	2020
Financial Highlights ²						
Total sales	\$MM	664.3	644.9	1,099.7	2,613.3	1,521.3
Lumber	\$MM	559.6	562.4	1,012.9	2,334.9	1,263.8
Logs, residual products and other	\$MM	104.7	82.5	86.8	278.4	257.5
Operating earnings	\$MM	54.8	171.4	568.3	978.7	199.3
Net earnings	\$MM	65.6	121.6	419.2	749.4	131.1
Net earnings per share, basic	\$/share	1.05	1.81	6.45	11.61	1.95
Adjusted net earnings ³	\$MM	46.7	140.0	433.5	750.9	151.4
Adjusted net earnings per share, basic ³	\$/share	0.74	2.08	6.67	11.60	2.25
Operating cash flow per share (before working capital changes) ³	\$/share	1.15	3.20	7.46	14.48	4.32
Adjusted EBITDA ³	\$MM	93.9	221.7	611.3	1,097.3	301.1
Adjusted EBITDA margin ³	%	14.1%	34.4%	55.6%	42.0%	19.8%
Total assets	\$MM	2,488.7	1,731.9	2,409.4	2,488.7	1,731.9
Total debt	\$MM	375.3	400.2	365.1	375.3	400.2
Net debt ³	\$MM	(133.8)	88.7	(490.7)	(133.8)	88.7
Net debt to invested capital ³	%	(9.3%)	8.3%	(46.1%)	(9.3%)	8.3%
Annualized return on capital employed ³	%	16.0%	45.6%	110.8%	69.2%	18.4%
Operating Highlights						
Lumber production	million fbm	731	642	716	2,133	1,690
Lumber sales	million fbm	753	618	714	2,133	1,758
Lumber - average selling price ⁴	\$/thousand fbm	744	910	1,419	1,095	719
Average USD/CAD exchange rate ⁵	1 USD in CAD	1.2600	1.3321	1.2282	1.2513	1.3541
Closing USD/CAD exchange rate ⁵	1 USD in CAD	1.2741	1.3339	1.2394	1.2741	1.3339

Notes:

- 1 Figures in this table may not equal or sum to figures presented elsewhere due to rounding.
- 2 Financial information presented for interim periods in this MD&A is prepared in accordance with IFRS and is unaudited.
- 3 Refer to the Non-GAAP Measures section of this MD&A for definitions and reconciliations of these measures to figures reported in the Company's unaudited condensed consolidated interim financial statements.
- 4 Gross sales before duties.
- 5 Based on Bank of Canada foreign exchange rates.

Summary of Third Quarter 2021 Financial Performance

Sales

Interfor recorded \$664.3 million of total sales, up 3.0% from \$644.9 million in the third quarter of 2020, driven by the sale of 753 million board feet of lumber at an average price of \$744 per mfbm. Lumber sales volume increased 135 million board feet, or 21.8%, while average selling price decreased \$166 per mfbm, or 18.2%, as compared to the same quarter of 2020.

Decreases in the average selling price of lumber reflect lower benchmark prices for Southern Yellow Pine, Western SPF and Hem-Fir in Q3'21 as compared to Q3'20. The SYP Composite, Western SPF Composite and KD H-F Stud 2x4 9' benchmarks decreased by US\$280, US\$232 and US\$206 per mfbm to US\$468, US\$479 and US\$558 per mfbm, respectively.

Sales generated from logs, residual products and other increased by \$22.1 million or 26.8% in Q3′21 compared to Q3′20, due mainly to an increase in the average selling price of logs and an increase in volume of chips produced and sold.

Operations

Production costs increased by \$156.0 million, or 39.6%, compared to Q3′20, explained by a 21.8% increase in lumber sales volume, inflationary impacts on conversion costs, higher log stumpage rates in B.C. and inventory purchase accounting adjustments for the Acquired US Sawmills, partially offset by a stronger Canadian Dollar on average.

Lumber production of 731 million board feet in Q3'21 was 89 million board feet higher than Q3'20.

Production from the Canadian operations decreased by 30 million board feet to 164 million board feet in Q3′21, compared to Q3′20 due to log constraint related disruptions as a result of wildfires in the B.C. Interior. Production from the Company's U.S. South sawmills totaled 411 million board feet in Q3′21, up 80 million board feet compared to Q3′20, reflecting the Summerville sawmill acquisition and Acquired US Sawmills and the ramp-up of completed capital projects. Production from the Company's U.S. Northwest operations totaled 156 million board feet in Q3′21, up 39 million board feet compared to Q3′20, due to higher productivity rates and the Acquired US Sawmills.

Interfor expensed the full amount of CV and AD duty deposits levied on its Canadian shipments of softwood lumber into the U.S., which totaled \$6.1 million for Q3'21, down \$13.6 million from Q3'20. The decrease is due to lower cash deposit rates, lower shipments to the U.S. from Canadian sawmills and lower lumber sales prices as compared to Q3'20.

Depreciation of plant and equipment was \$25.9 million in Q3'21, up \$5.0 million from Q3'20, due primarily to the start-up of completed capital projects in the U.S. South, the Summerville sawmill acquisition and Acquired US Sawmills. Depletion and amortization of timber, roads and other was \$7.4 million, down \$0.5 million from Q3'20, primarily due to decreased conventional logging on the B.C. Coast.

Corporate and Other

Selling and administration expenses were \$13.7 million, up \$1.7 million from Q3'20 primarily as a result of costs related to various information technology system implementations and transaction costs related to the Summerville sawmill acquisition and Acquired US Sawmills, partially offset by lower accruals for short term incentive compensation.

Long term incentive compensation expense was \$4.8 million in Q3'21, down \$0.8 million from Q3'20, primarily as a result of the impact of a 6.6% increase in the price of Interfor common shares used to value share-based awards during Q3'21 compared to a 38.2% increase during Q3'20.

Asset write-downs and restructuring costs in Q3′21 were \$1.0 million, primarily being non-cash impairments on right-of-use assets related to the sale of property, plant and equipment at the former Hammond sawmill. The asset write-downs and restructuring costs in Q3′20 were \$13.0 million. This included \$10.8 million of non-cash impairments for asset write-downs on buildings, equipment and parts inventory related to the sale of the sawmill in Gilchrist, Oregon.

Finance costs decreased to \$4.4 million in Q3'21 from \$4.9 million in Q3'20 due to a decrease in interest expense in Canadian Dollars on U.S. Dollar borrowings as a result of the stronger Canadian Dollar on average in Q3'21 compared to Q3'20 and a decrease in the principal balance of Senior Secured Notes at Q3'21 compared to Q3'20. Additionally, the decrease is due to interest income relating to the long-term duties receivable recorded in Q4'20 as a result of the CV and AD duties rate finalization.

Other foreign exchange gain of \$9.1 million in Q3'21 and loss of \$2.9 million in Q3'20 result primarily from the quarter-end revaluation of U.S. Dollar cash held by Canadian operations. The closing Canadian Dollar weakened by 2.8% in Q3'21 (strengthened by 2.1% in Q3'20) and the Company held higher U.S. Dollar cash balances in Q3'21 compared to Q3'20 primarily due to the strong cash flow from operations during YTD'21.

Other income of \$22.6 million in Q3'21 primarily resulted from the sale of property, plant and equipment at the Company's former Hammond sawmill. Other expense in Q3'20 was negligible.

Income Taxes

The Company recorded income tax expense of \$16.4 million in Q3'21 at an effective tax rate of 20%, comprised of \$14.7 million in current income tax recovery and \$31.1 million in deferred tax expense. The current income tax recovery in Q3'21 is due to a reduction in the YTD'21 US tax liability from the accelerated tax write-down of property, plant and equipment in respect of the Acquired US Sawmills. The Company recorded income tax expense of \$41.9 million in Q3'20 at an effective tax rate of 26%, comprised of \$1.5 million in current income tax expense and \$40.4 million deferred tax expense.

Net Earnings

The Company recorded Net earnings of \$65.6 million, or \$1.05 per share, compared to Net earnings of \$121.6 million, or \$1.81 per share in Q3'20. Operating margins and Net earnings were impacted by substantially lower lumber prices, partially offset by higher sales volumes. Net earnings per share was positively impacted by share purchases under the Company's NCIB.

Summary of Year-to-Date 2021 Financial Performance

Sales

Interfor recorded \$2.6 billion of total sales, up 71.8% from \$1.5 billion in the first nine months of 2020, driven by the sale of 2.1 billion board feet of lumber at an average price of \$1,095 per mfbm. Average selling price increased \$376 per mfbm, or 52.3%, while lumber sales volume increased 375 million board feet, or 21.3%, as compared to the first nine months of 2020.

The increase in the average selling price of lumber reflects higher prices across all benchmark products in YTD'21 as compared to YTD'20. The Western SPF Composite and SYP Composite benchmarks increased US\$431 to US\$911 per mfbm and US\$295 to US\$804 per mfbm, respectively. The KD HF Stud 2x4 9' benchmark increased US\$573 to US\$1,110 per mfbm for YTD'21 as compared to YTD'20. Realized lumber prices were slightly offset in Canadian Dollar terms by the 7.6% strengthening of the Canadian Dollar against the U.S. Dollar in YTD'21 as compared to YTD'20.

Sales generated from logs, residual products and other increased by \$20.8 million or 8.1% as compared to the same period of 2020 mainly due to an increase in volume of chips produced and sold, partially offset by reduced availability of surplus logs for sale.

Operations

Production costs increased by \$285.2 million or 24.7% over the first nine months of 2021, explained by an increase of 21.3% in lumber sales volume and inventory purchase accounting adjustments for the Summerville sawmill acquisition and Acquired US Sawmills, partially offset by a stronger Canadian Dollar on average versus YTD'20.

Lumber production of 2.1 billion board feet in YTD'21 was 443 million board feet higher than YTD'20.

Production from the Canadian operations increased by 69 million board feet to 563 million board feet in YTD'21, compared to YTD'20 during which temporary COVID-19 related curtailments were taken. Production from the Company's U.S. South sawmills totaled 1.1 billion board feet in YTD'21, up 263 million board feet compared to YTD'20, due to increased operating schedules related to market demand, the Summerville sawmill acquisition, the Acquired US Sawmills and the ramp-up of completed capital projects. Additionally, production from the U.S. South sawmills in YTD'20 was impacted by COVID-19 related curtailments. Production from the Company's U.S. Northwest operations totaled 435 million board feet in YTD'21, up 111 million board feet compared to YTD'20, due to increased operating schedules, higher productivity rates, the Acquired US Sawmills and COVID-19 related curtailments in YTD'20 offset by the sale of the sawmill in Gilchrist, Oregon in Q4'20.

Interfor expensed the full amount of CV and AD duty deposits levied on its Canadian shipments of softwood lumber into the U.S., which totaled \$37.7 million for YTD'21, remaining unchanged from YTD'20. Higher lumber sales prices and higher shipment volume to the U.S. from Canadian sawmills was offset by lower cash deposit rates as compared to YTD'20.

Depreciation of plant and equipment was \$70.1 million, up 24.0% from the first nine months of 2020, due primarily to increased operating schedules, the start-up of completed capital projects in the U.S. South, the Summerville sawmill acquisition and Acquired US Sawmills. Depletion and amortization of timber, roads and other was \$21.0 million, down \$5.5 million from YTD'20 primarily due to decreased conventional logging on the B.C. Coast.

Corporate and Other

Selling and administration expenses were \$38.7 million, up \$8.1 million from the first nine months of 2020, primarily as a result of costs related to various information technology system implementations, transaction costs related to the Summerville sawmill acquisition and Acquired US Sawmills, and accruals for short term incentive compensation.

Long term incentive compensation expense was \$23.6 million, up \$21.3 million from YTD'20, primarily as a result of the impact of a 35.3% increase in the price of Interfor Common Shares used to value share-based awards during YTD'21 compared to a 1.0% increase during YTD'20. Additionally, the long term incentive compensation in YTD'21 included adjustments to awards to reflect the special cash dividend, while the long term incentive compensation in YTD'20 was partially offset by incentive awards maturing.

Asset write-downs and restructuring costs in YTD'21 totalled \$3.4 million, primarily related to non-cash impairments on certain plant and equipment in the U.S. South as part of strategic capital projects in the region and right-of-use assets related to the sale of property, plant and equipment at the former Hammond sawmill. The asset write-downs and restructuring costs in Q3'20 were \$13.5 million. This included \$10.8 million of non-cash impairments for asset write-downs on buildings, equipment and parts inventory related to the sale of the sawmill in Gilchrist, Oregon.

Finance costs decreased to \$13.4 million from \$14.2 million in the first nine months of 2020 primarily due to interest income relating to the long-term duties receivable recorded in Q4'20 as a result of the CV and AD duties rate finalization. Additionally, the decrease is due to a decrease in interest expense in Canadian Dollars on U.S. Dollar borrowings as a result of the stronger Canadian Dollar on average in YTD'21 compared to YTD'20.

Other foreign exchange gain of \$2.1 million in YTD'21 and loss of \$8.7 million in YTD'20 result primarily from the period-end revaluations of U.S. Dollar cash held by Canadian operations. Interfor held higher U.S. Dollar cash balances on average in YTD'21 as compared to YTD'20 due to the strong cash flow from operations during YTD'21.

Other income of \$23.5 million in YTD'21 primarily resulted from the sale of property, plant and equipment at the Company's former Hammond sawmill. Other income of \$0.4 million in YTD'20 resulted primarily from the gains recognized as a result of compensation received on the extinguishment of timber licenses on the BC. Coast.

Income Taxes

The Company recorded income tax expense of \$241.6 million in YTD'21 at an effective tax rate of 24%, comprised of \$203.6 million in current tax expense and \$38.0 million in deferred tax expense. The YTD'20 income tax expense of \$45.7 million, at an effective tax rate of 26%, is comprised of a \$1.7 million current tax expense and \$44.0 million deferred tax expense.

Net Earnings

The Company recorded Net earnings of \$749.4 million, or \$11.61 per share, compared to Net earnings of \$131.1 million, or \$1.95 per share, in the same period of 2020. Operating margins and Net earnings were positively impacted by higher lumber prices and higher sales volumes. Net earnings per share was positively impacted by share purchases under the Company's NCIB.

Summary of Quarterly Results¹

		2021				2020					
	Unit	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4		
Financial Performance ²											
Total sales	\$MM	664.3	1,099.7	849.3	662.3	644.9	396.8	479.6	456.8		
Lumber	\$MM	559.6	1,012.9	762.4	575.0	562.4	322.1	379.3	385.2		
Logs, residual products and other	\$MM	104.7	86.8	86.9	87.3	82.5	74.7	100.3	71.6		
Operating earnings (loss)	\$MM	54.8	568.3	355.6	203.2	171.4	13.3	14.6	(49.0)		
Net earnings (loss)	\$MM	65.6	419.2	264.5	149.1	121.6	3.2	6.3	(41.7)		
Net earnings (loss) per share, basic	\$/share	1.05	6.45	4.01	2.24	1.81	0.05	0.09	(0.62)		
Adjusted net earnings (loss) ³	\$MM	46.7	433.5	270.6	164.7	140.0	10.6	0.7	(17.4)		
Adjusted net earnings (loss) per share, basic ³	\$/share	0.74	6.67	4.11	2.47	2.08	0.16	0.01	(0.26)		
Operating cash flow per share (before working capital changes) ³	\$/share	1.15	7.46	5.73	3.05	3.20	0.56	0.57	0.25		
Adjusted EBITDA ³	\$MM	93.9	611.3	392.1	248.6	221.7	42.8	36.6	17.6		
Adjusted EBITDA margin ³	%	14.1%	55.6%	46.2%	37.5%	34.4%	10.8%	7.6%	3.9%		
Annualized return on capital employed ³	%	16.0%	110.8%	79.2%	48.4%	45.6%	2.4%	4.0%	(16.0%)		
Shares outstanding - end of period	million	60.8	63.6	65.3	66.0	67.3	67.3	67.3	67.3		
Shares outstanding - weighted average	million	62.7	65.0	65.9	66.7	67.3	67.3	67.3	67.3		
Operating Performance											
Lumber production	million fbm	731	716	687	687	642	421	627	668		
Lumber sales	million fbm	753	714	666	683	618	499	641	681		
Lumber - average selling price ⁴	\$/thousand fbm	744	1,419	1,143	842	910	646	592	566		
Average USD/CAD exchange rate ⁵	1 USD in CAD	1.2600	1.2282	1.2660	1.3030	1.3321	1.3862	1.3449	1.3200		
Closing USD/CAD exchange rate ⁵	1 USD in CAD	1.2741	1.2394	1.2575	1.2732	1.3339	1.3628	1.4187	1.2988		

Notes:

- 1 Figures in this table may not equal or sum to figures presented elsewhere due to rounding.
- 2 Financial information presented for interim periods in this MD&A is prepared in accordance with IFRS and is unaudited.
- 3 Refer to the Non-GAAP Measures section of this MD&A for definitions and reconciliations of these measures to figures reported in the Company's unaudited condensed consolidated interim financial statements.
- 4 Gross sales before duties.
- 5 Based on Bank of Canada foreign exchange rates.

The Company's quarterly financial trends are most impacted by typical industry-wide seasonality, levels of lumber production, log costs, market prices for lumber, the USD/CAD foreign currency exchange rate and sawmill sales, closures and/or acquisitions.

Logging operations are seasonal due to several factors including weather, ground conditions and fire season closures. Generally, production from the Company's B.C. Coastal logging operations is relatively low in the second half of the fourth quarter and the first half of the first quarter due to the impact of winter storms. Logging activity in the B.C. Interior is typically reduced during the annual spring break-up. Sawmill operations are dependent on the availability of logs from our logging operations and our suppliers. In addition, the market demand for lumber and related products is generally lowest in the winter season due to reduced construction and renovation activities.

Lumber production and sales decreased commencing in Q4'19 with the Hammond sawmill closure and in Q4'20 with the sale of the sawmill in Gilchrist, Oregon. Lumber production and sales increased commencing in Q1'21 with the Summerville sawmill acquisition and in Q3'21 with the Acquired US Sawmills.

Asset and goodwill impairments and other costs resulting from the B.C. Coastal reorganization and other restructuring activities affected results in Q4'19. Asset impairments resulting from the sale of the sawmill in Gilchrist, Oregon affected results in Q4'20.

The gain on sale of property, plant and equipment at the Company's former Hammond sawmill affected results in Q3'21.

In the latter part of Q1'20 and majority of Q2'20, operations were impacted by the pandemic outbreak of COVID-19.

The volatility of the Canadian Dollar against the U.S. Dollar also impacted results. A weaker Canadian Dollar increases the lumber sales realizations of Canadian operations, all else equal, and increases Net earnings of U.S. operations when translated to Canadian Dollars. A stronger Canadian Dollar has the opposite impacts.

Liquidity

Balance Sheet

Interfor's Net debt at September 30, 2021 was \$(133.8) million, or (9.3)% of invested capital, representing a decrease of \$58.4 million from the level of Net debt at December 31, 2020.

As at September 30, 2021 the Company had net working capital of \$563.7 million and available liquidity of \$836.3 million, based on the full borrowing capacity under its \$350 million Revolving Term Line.

The Revolving Term Line and Senior Secured Notes are subject to financial covenants, including net debt to total capitalization ratios, and an EBITDA interest coverage ratio.

Management believes, based on circumstances known today, that Interfor has sufficient working capital and liquidity to fund operating and capital requirements for the foreseeable future.

	For the 3 m	onths ended Sept. 30,	For the 9 r	months ended Sept. 30,
Thousands of Dollars	2021	2020	2021	2020
Net debt				
Net debt, period opening	\$(490,682)	\$239,114	\$(75,432)	\$224,860
(Repayment) issuance of Senior Secured Notes	-	-	(6,671)	140,770
Revolving Term Line net drawings (repayments) Impact on U.S. Dollar denominated debt from weakening	1	(23)	1	(82)
(strengthening) CAD	10,221	(8,647)	38	(278)
Decrease (increase) in cash and cash equivalents Impact on U.S. Dollar denominated cash and cash equivalents	365,553	(144,849)	(48,016)	(285,473)
from (weakening) strengthening CAD	(18,922)	3,110	(3,749)	8,908
Net debt, period ending	\$(133,829)	\$88,705	\$(133,829)	\$88,705

On March 26, 2020, the Company issued US\$50,000,000 of Series F Senior Secured Notes, bearing interest at 3.34%, and US\$50,000,000 of Series G Senior Secured Notes, bearing interest at 3.25%. Each series of these Senior Secured Notes have equal payments of US\$16,667,000 due on each of March 26, 2028, 2029 and on maturity in 2030.

Cash Flow from Operating Activities

The Company generated \$934.4 million of cash flow from operations before changes in working capital in YTD'21, for an increase of \$642.8 million over YTD'20. There was a net cash inflow from operations after changes in working capital of \$966.2 million in YTD'21, with \$31.8 million of cash released from operating working capital.

Increased sales contributed to a \$17.6 million outflow related to trade receivables and higher activity as a result of the Summerville sawmill acquisition and Acquired US Sawmills contributed to the \$50.2 million inflow from trade accounts payable and provisions. Higher taxable income resulted in income tax installment payments of \$151.7 million in YTD'21. Income taxes payable increased by \$63.5 million YTD'21, with payment of this expected to occur in Q4'21 and in Q1'22.

In YTD'20, \$296.8 million of cash was generated from operations, with \$5.2 million of cash generated from operating working capital.

Cash Flow from Investing Activities

Investing activities totaled \$608.0 million in YTD'21, with \$539.9 million for the Summerville sawmill acquisition and Acquired US Sawmills, \$100.6 million for plant and equipment and \$13.1 million for development of roads and bridges, partially offset by \$45.7 million in proceeds on disposal of property, plant and equipment.

Discretionary mill improvements of \$69.5 million in YTD'21 include several projects, the most significant of which relate to a new kiln at the Adams Lake, BC sawmill, a new planer at the Castlegar, BC sawmill and the ongoing multi-year rebuild of the Eatonton, Georgia sawmill.

Maintenance capital investments excluding roads totaled \$31.1 million in YTD'21.

In YTD'20, investing activities were \$129.9 million, with \$56.6 million for the acquisition from Canfor of timber licences and other assets, net of assumed liabilities, \$65.7 million for plant and equipment and \$8.8 million for development of roads and bridges, partially offset by \$1.1 million in proceeds on disposal of plant, equipment, and other.

Discretionary and maintenance mill improvements totalled \$56.3 million and \$9.4 million, respectively, in YTD'20, of which the majority was spent on U.S. South operations.

Cash Flow from Financing Activities

The net cash outflow of \$310.1 million in YTD'21 resulted from the \$130.6 million special cash dividend payment, \$152.9 million used to purchase shares under the Company's NCIB, and \$6.7 million for repayments of Senior Secured Notes. Interest and lease liability payments were \$12.6 million and \$10.0 million, respectively.

The net cash inflow of \$118.6 million in YTD'20 resulted from the US\$100 million Senior Secured Note financing with Prudential Private Capital, partly offset by interest and lease liability payments of \$13.1 million and \$9.1 million, respectively.

Capital Resources

The following table summarizes Interfor's credit facilities and availability as of September 30, 2021:

	Revolving	Senior	
	Term	Secured	
Thousands of Canadian Dollars	Line	Notes	Total
Available line of credit and maximum borrowing available	\$350,000	\$375,328	\$725,328
Less:			
Drawings	-	375,328	375,328
Outstanding letters of credit included in line utilization	22,836	-	22,836
Unused portion of facility	\$327,164	\$ -	327,164
Add:			
Cash and cash equivalents			509,157
Available liquidity at September 30, 2021			\$836,321

Interfor's Revolving Term Line matures in March 2024 and its Senior Secured Notes have maturities principally in the years 2024-2030.

As of September 30, 2021, the Company had commitments for capital expenditures totaling \$93.5 million for both maintenance and discretionary capital projects.

Transactions between Related Parties

Other than transactions in the normal course of business with key management personnel, the Company had no transactions between related parties in the three and nine months ended September 30, 2021.

Off-Balance Sheet Arrangements

The Company has off-balance sheet arrangements which include letters of credit and surety performance and payment bonds, primarily for timber purchases and AD and CV duty deposits. At September 30, 2021, such instruments aggregated \$64.2 million (December 31, 2020 - \$62.8 million).

Off-balance sheet arrangements have not had, and are not reasonably likely to have, any material impact on the Company's current or future financial condition, results of operations or cash flows.

Financial Instruments and Other Instruments

The Company did not enter into any foreign exchange contracts, interest rate derivatives contracts or lumber futures contracts in Q3′21 or Q3′20.

Outstanding Shares

As of November 4, 2021, Interfor had 60,781,186 common shares issued and outstanding. These common shares are listed on the Toronto Stock Exchange under the symbol IFP.

As of November 4, 2021, there were 511,024 stock options outstanding with exercise prices ranging from \$9.78 to \$26.19 per common share.

On November 4, 2021, the Company announced a renewal of its NCIB commencing on November 11, 2021 and ending on November 10, 2022, for the purchase of up to 6,041,701 common shares, which represents 10% of the Company's public float.

On November 5, 2020, the Company announced a NCIB whereby it can purchase for cancellation up to 5,981,751 common shares. On September 16, 2021, the Company announced an amendment to its NCIB increasing the maximum number of common shares that may be purchased by an additional 690,906 common shares. The amended NCIB allowed for the purchase of up to 6,672,658 common shares. As at September 30, 2021, the Company had purchased all of the common shares permitted under the NCIB.

During the first nine months of 2021, Interfor purchased 5,345,238 common shares at a cost of \$152.9 million. No common shares were purchased in YTD'20 under the Company's prior NCIB that expired on March 6, 2020.

Controls and Procedures

During the nine months ended September 30, 2021, the Company included the design of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR") for its acquired Summerville, Bay Springs, Fayette, DeQuincy and Philomath operations within its ICFR framework. Based on procedures performed, there were no matters arising that materially affected, or would be reasonably likely to materially affect, the design and/or operating effectiveness of such controls for the Company, when taken as a whole.

Other than the aforementioned, there were no changes in the Company's DC&P and ICFR during the three and nine months ended September 30, 2021 that materially affected, or would be reasonably likely to materially affect, such controls.

Critical Accounting Estimates

Potential impacts of the COVID-19 outbreak on the Company's critical accounting estimates are being monitored on a regular basis. However, there were no significant identified changes during the quarter ended September 30, 2021. Interfor's critical accounting estimates are described in its MD&A for the year ended December 31, 2020, filed under the Company's profile on www.sedar.com.

Accounting Policy Changes

Several new standards, and amendments to existing standards and interpretations, were not yet effective for the quarter ended September 30, 2021, and have not been applied in preparing the Company's unaudited condensed consolidated interim financial statements. None of these are expected to have a significant effect on future financial statements.

Non-GAAP Measures

This MD&A makes reference to the following non-GAAP measures: Adjusted net earnings, Adjusted net earnings per share, EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Net debt to invested capital, Operating cash flow per share (before working capital changes), and Annualized return on capital employed which are used by the Company and certain investors to evaluate operating performance and financial position. These non-GAAP measures do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers.

The following table provides a reconciliation of these non-GAAP measures to figures as reported in the Company's audited consolidated financial statements (unaudited for interim periods) prepared in accordance with IFRS:

	For the 3 months ended		For the 9 months ended			
-	Sept. 30	Sept. 30	Jun. 30	Sept. 30	Sept. 30	
Thousands of Canadian Dollars except number of shares and per share amounts	2021	2020	2021	2021	2020	
Adjusted Not Formings						
Adjusted Net Earnings	#CE C20	¢121 C04	±410 241	#740 DE0	4121 140	
Net earnings Add:	\$65,630	\$121,604	\$419,241	\$749,358	\$131,148	
Asset write-downs and restructuring costs	997	12,985	2,213	3,352	13,471	
Other foreign exchange (gain) loss	(9,104)	2,907	2,213 4,645	(2,113)	8,719	
Long term incentive compensation expense	4,809	5,576	11,145	23,624	2,259	
Other (income) expense	(22,571)	43	1,045	(23,522)	(428)	
Post closure wind-down (recoveries) costs	(24)	3,085	251	451	3,085	
Income tax effect of above adjustments	6,956	(6,206)	(4,991)	(264)	(6,875)	
Adjusted net earnings	\$46,693	\$139,994	\$433,549	\$750,886	\$151,379	
Weighted average number of shares - basic ('000)	62,741	67,270	64,984	64,539	67,263	
Adjusted net earnings per share	\$0.74	\$2.08	\$6.67	\$11.63	\$2.25	
rajaseda net darmings per onare	Ψ0	Ψ2.00	ψο.σ.		42.20	
Adjusted EBITDA						
Net earnings	\$65,630	\$121,604	\$419,241	\$749,358	\$131,148	
Add:	, ,	, ,	. ,	, ,	, ,	
Depreciation of plant and equipment	25,899	20,850	22,717	70,090	56,512	
Depletion and amortization of timber, roads and other	7,396	7,922	6,669	21,033	26,560	
Finance costs	4,444	4,907	4,437	13,405	14,188	
Income tax expense	16,439	41,916	138,922	241,617	45,684	
EBITDA	119,808	197,199	591,986	1,095,503	274,092	
Add:						
Long term incentive compensation expense	4,809	5,576	11,145	23,624	2,259	
Other foreign exchange (gain) loss	(9,104)	2,907	4,645	(2,113)	8,719	
Other (income) expense	(22,571)	43	1,045	(23,522)	(428)	
Asset write-downs and restructuring costs	997	12,985	2,213	3,352	13,471	
Post closure wind-down (recoveries) costs	(24)	2,967	251	451	2,967	
Adjusted EBITDA	\$93,915	\$221,677	\$611,285	\$1,097,295	\$301,080	
Sales	\$664,274	\$644,884	\$1,099,670	\$2,613,251	\$1,521,308	
Adjusted EBITDA margin	14.1%	34.4%	55.6%	42.0%	19.8%	
Net debt to invested capital						
Net debt						
Total debt	\$375,328	\$400,170	\$365,106	\$375,328	\$400,170	
Cash and cash equivalents	(509,157)	(311,465)	(855,788)	(509,157)	(311,465)	
Total net debt	\$(133,829)	\$88,705	\$(490,682)	\$(133,829)	\$88,705	
Invested capital				14400 05 - 1		
Net debt	\$(133,829)	\$88,705	\$(490,682)	\$(133,829)	\$88,705	
Shareholders' equity	1,567,063	983,225	1,554,205	1,567,063	983,225	
Total invested capital	\$1,433,234	\$1,071,930	\$1,063,523	\$1,433,234	\$1,071,930	
Net debt to invested capital ¹	(9.3%)	8.3%	(46.1%)	(9.3%)	8.3%	

		For the 3 m	For the 9 months ended			
Thousands of Canadian Dollars except number of shares and per share amounts	Sept. 30 2021	Sept. 30 2020	Jun. 30 2021	Sept. 30 2021	Sept. 30 2020	
Operating cash flow per share (before working capital changes)						
Cash provided by operating activities	\$196,375	\$175,492	\$484,723	\$966,178	\$296,837	
Cash (generated from) used in operating working capital	(124,114)	40,087	(249)	(31,759)	(5,260)	
Operating cash flow (before working capital changes)	\$72,261	\$215,579	\$484,474	\$934,419	\$291,577	
Weighted average number of shares - basic ('000)	62,741	67,270	64,984	64,539	67,263	
Operating cash flow per share (before working capital changes)	\$1.15	\$3.20	\$7.46	\$14.48	\$4.33	
Annualized return on capital employed						
Net earnings	\$65,630	\$121,604	\$419,241	\$749,358	\$131,148	
Add:	4 /	Ţ = = - / · · ·	T/	4,	4/	
Finance costs	4,444	4,907	4,437	13,405	14,188	
Income tax expense	16,439	41,916	138,922	241,617	45,684	
Earnings before income taxes and finance costs	\$86,513	\$168,427	\$562,600	\$1,004,380	\$191,020	
Capital Employed						
Total assets	\$2,488,693	\$1,731,881	\$2,409,388	\$2,488,693	\$1,731,881	
Current liabilities	(307,349)	(196,473)	(285,081)	(307,349)	(196,473)	
Less:						
Current portion of long term debt	6,901	7,225	6,713	6,901	7,225	
Current portion of lease liabilities	11,921	12,579	11,758	11,921	12,579	
Capital employed, end of period	\$2,200,166	\$1,555,212	\$2,142,778	\$2,200,166	\$1,555,212	
Capital employed, beginning of period	2,142,778	1,402,379	1,915,146	1,672,103	1,214,375	
Average capital employed	\$2,171,472	\$1,478,796	\$2,028,962	\$1,936,135	\$1,384,794	
Earnings before income taxes and finance costs divided by average						
capital employed	4.0%	11.4%	27.7%	51.9%	13.8%	
Annualization factor	4.0	4.0	4.0	1.3	1.3	
Annualized return on capital employed	16.0%	45.6%	110.8%	69.2%	18.4%	

Note 1: Net debt to invested capital as of the period end.

Risks and Uncertainties

The Company is exposed to many risks and uncertainties in conducting its business including, but not limited to: a public health crisis; price volatility; competition; availability and cost of log supply; natural or man-made disasters; currency exchange sensitivity; government regulation; allowable annual cut; indigenous peoples; barriers to lumber trade between Canada and the U.S.; stumpage fees; environmental matters; labour disruptions; and information systems security. These risks and uncertainties are described in the Company's MD&A for the year ended December 31, 2020, filed under the Company's profile on www.sedar.com.

Additional Information

Additional information relating to the Company and its operations, including the Company's Annual Information Form, can be found on its website at www.interfor.com and on SEDAR at www.sedar.com.



CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

For the three and nine months ended September 30, 2021 and 2020 (unaudit
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(thousands of Canadian Dollars except earnings per share)		ee Months . 30, 2021			Nine Months Sept. 30, 2021		ne Months . 30, 2020
Sales (note 15)	\$	664,274	\$	644,884	\$ 2,613,251	\$:	1,521,308
Costs and expenses:							
Production		550,494		394,463	1,439,990		1,154,825
Selling and administration		13,727		11,992	38,742		30,664
Long term incentive compensation expense		4,809		5,576	23,624		2,259
U.S. countervailing and anti-dumping duty deposits (note 17)		6,114		19,719	37,675		37,706
Depreciation of plant and equipment (note 10)		25,899		20,850	70,090		56,512
Depletion and amortization of timber, roads and other (note 10)		7,396		7,922	21,033		26,560
		608,439		460,522	1,631,154		1,308,526
Operating earnings before asset write-downs							
and restructuring costs		55,835		184,362	982,097		212,782
Asset write-downs and restructuring costs (note 11)		997		12,985	3,352		13,471
Operating earnings		54,838		171,377	978,745		199,311
Finance costs (note 12)		(4,444))	(4,907)	(13,405))	(14,188)
Other foreign exchange gain (loss)		9,104		(2,907)	2,113		(8,719)
Other income (expense) (note 13)		22,571		(43)	23,522		428
		27,231		(7,857)	12,230		(22,479)
Earnings before income taxes		82,069		163,520	990,975		176,832
Income tax (recovery) expense							
Current		(14,737))	1,515	203,576		1,651
Deferred		31,176		40,401	38,041		44,033
		16,439		41,916	241,617		45,684
Net earnings	\$	65,630	\$	121,604	\$ 749,358	\$	131,148
Net earnings per share							
Basic (note 14)	\$	1.05	\$	1.81	\$ 11.61	\$	1.95
Diluted (note 14)	э \$	1.04	\$	1.81	\$ 11.58	\$ \$	1.95
Diluted (Hote 17)	⇒	1.04	₹	1.61	э 11.58	P	1.95

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the three and nine months ended September 30, 2021 and 2020 (unaudited)

		e Months 30, 2021	 ee Months . 30, 2020	 ne Months . 30, 2021	 ne Months . 30, 2020
Net earnings	\$	65,630	\$ 121,604	\$ 749,358	\$ 131,148
Other comprehensive income (loss): Items that will not be recycled to Net earnings: Defined benefit plan actuarial gain (loss), net of tax		963	(109)	6,545	(1,365)
items that are or may be recycled to Net earnings: Foreign currency translation differences for foreign operations, net of ta	ìх	28,841	(8,027)	11,078	21,656
Total other comprehensive income (loss), net of tax		29,804	(8,136)	17,623	20,291
Comprehensive income	\$	95,434	\$ 113,468	\$ 766,981	\$ 151,439

See accompanying notes to consolidated financial statements



CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the three and nine months ended September 30, 2021 and 2020 (unaudited)

housands of Canadian Dollars)				ee Months . 30, 2020	e Months 30, 2021	ne Months . 30, 2020
ash provided by (used in):						
perating activities:						
Net earnings	\$	65,630	\$	121,604	\$ 749,358	\$ 131,148
Items not involving cash:						
Depreciation of plant and equipment (note 10)		25,899		20,850	70,090	56,512
Depletion and amortization of timber, roads and other (note 10	0)	7,396		7,922	21,033	26,560
Deferred income tax expense	-,	31,176		40,401	38,041	44,033
Current income tax (recovery) expense		(14,737)		1,515	203,576	1,651
Finance costs (note 12)	'	4,444		4,907	13,405	14,188
Other assets		(155)		355	69	841
Reforestation liability		(1,033)		(139)	(1,724)	(1,989)
Provisions and other liabilities		3,386		4,638	10,273	(662)
Stock options						
		247		123	610	613
Write-down of plant, equipment and other (note 11)		1,005		9,807	3,040	9,754
Unrealized foreign exchange (gain) loss		(6,522)		2,812	1,895	8,603
Other (income) expense (note 13)		22,571)		43	(23,522)	(428)
Income taxes (paid) refunded	((21,904)	1	741	(151,725)	753
		72,261		215,579	934,419	291,577
Cash generated from (used in) operating working capital:				(50.004)	(4= ===)	(400 = 40)
Trade accounts receivable and other		55,043		(69,994)	(17,557)	(100,548)
Inventories		36,285		(9,919)	3,060	57,404
Prepayments		841		(209)	(3,935)	1,698
Trade accounts payable and provisions		31,945		40,035	50,191	46,706
	1	.96,375		175,492	966,178	296,837
Additions to property, plant and equipment Additions to roads and bridges Acquisitions (note 5)		(38,019) (5,932) (66,311))	(19,736) (3,686) -	(100,613) (13,129) (539,941)	(65,724) (8,829) (56,606)
Proceeds on disposal of property, plant and equipment and						
other (note 13)		39,773		229	45,749	1,096
Net (additions to) proceeds from deposits and other assets		(993)		25	(111)	123
	(4	71,482)	1	(23,168)	(608,045)	(129,940)
ancing activities:						
Issuance of share capital, net of expenses (note 9)		308		191	2,654	191
Share repurchases (note 9)		(83,131)			(152,869)	
Dividend paid (note 9)	`	-		_	(130,625)	_
Interest payments		(4,221)		(4,583)	(12,640)	(13,092)
Lease liability payments		(3,403)		(3,052)	(9,967)	(9,060)
Debt refinancing costs		(3,403)		(8)	(3,307)	(151)
Term line net drawings (repayments) (note 8)		1			1	
Additions to long term debt (note 8)		1		(23)	_	(82) 140,770
Repayments of long term debt (note 8)		-		-	(6 671)	140,770
Repayments of long term debt (flote 6)		- (90,446)		(7,475)	(6,671) (310,117)	118,576
	,	(30,440)	'	(7,475)	(310,117)	110,570
reign exchange gain (loss) on cash and cash equivalents						
held in a foreign currency		18,922		(3,110)	3,749	(8,908)
ecrease) increase in cash	(3	346,631))	141,739	51,765	276,565
sh and cash equivalents, beginning of period	8	55,788		169,726	457,392	 34,900
sh and each equivalents and of revied		.00 155	_	211 465	F00 155	211 465
ish and cash equivalents, end of period	\$ 5	09,157	\$	311,465	\$ 509,157	\$ 311,465

See accompanying notes to consolidated financial statements



CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

September 30, 2021 and December 31	, 2020 (unaudited)		
(thousands of Canadian Dollars)		G-	

Cars Cars Cars Cas C	(thousands of Canadian Dollars)	Sept. 30, 2021	Dec. 31, 2020
Cash and cash equivalents \$ 457,392 Trade accounts receivable 134,211 117,217 Income tax receivable 14,786 169 Inventories (notes 5 and 6) 191,720 160,188 Prepayments 21,178 17,570 Employee future benefits (note 7) 7,109 106 Deposits and other assets (note 17) 49,237 48,957 Right of use assets 33,143 35,471 Property, plant and equipment (note 5) 1,044,042 729,163 Scads and bridges (note 5) 112,098 114,953 Codefill and other intangible assets (note 5) 112,098 114,953 Codefill and other intangible assets (note 5) 343,862 138,838 Deferred income taxes 457 230 Current liabilities 2,488,693 \$1,843,187 Current portion of long term debt (notes 8 and 16) 6,901 6,897 Reforestation liability 15,673 16,181 Lease liabilities 26,759 28,541 Long term debt (notes 8 and 16) 368,427 375,063	Assets		
Trade accounts receivable and other 134,211 117,371 Income tax receivable 14,786 160,188 Prepayments 191,720 160,188 Prepayments 871,052 753,090 Employee future benefits (note 7) 7,109 106 Deposits and other assets (note 17) 49,237 48,957 Right of use assets 33,143 35,471 Property, plant and equipment (note 5) 27,693 22,379 Cloads and bridges (note 5) 27,693 22,379 Timber licences (note 5) 313,862 138,838 Deferred income taxes 457 230 Deferred income taxes 457 230 Liabilities and Shareholders' Equity 52,488,693 \$1,843,187 Liabilities and Shareholders' Equity 52,488,693 \$1,843,187 Liabilities 52,488,693 \$1,80,509 \$150,509 Current portion of long term debt (notes 8 and 16) 6,901 6,891 6,891 Reforestation liability 28,281 29,735 28,541 Lease liabilities 28,2	Current assets:		
Income tax receivable 14,786 16,188 191,720 160,188 160,198 17,970 160,18	Cash and cash equivalents	\$ 509,157	\$ 457,392
Inventories (notes 5 and 6) 191,720 160,188 Prepayments 121,178 17,970		134,211	117,371
Prepayments 21,178 17,970 871,052 753,090 Employee future benefits (note 7) 7,109 106 Deposits and other assets (note 17) 49,237 48,957 Right of use assets 33,143 35,471 Property, plant and equipment (note 5) 1,044,042 729,153 Goodwill and other intangible assets (note 5) 112,098 114,953 Goodwill and other intangible assets (note 5) 343,862 138,838 Deferred income taxes 457 230 Labilities and Shareholders' Equity 200 \$15,059 Current portion of long term debt (notes 8 and 16) 6,901 6,897 Reforestation liability 15,673 16,181 Lease liabilities 11,921 11,742 Lease liabilities 307,349 189,726 Lease liabilities 26,759 28,541 Lease liabilities 307,349 189,726 Lease liabilities 307,349 189,726 Lease liabilities 36,427 375,603 Lease liabilities 37,603		•	169
Semployee future benefits (note 7)	· · · · · · · · · · · · · · · · · · ·	•	•
Employee future benefits (note 7) 7,109 106 Deposits and other assets (note 17) 49,237 48,957 Right of use assets 33,143 35,471 Property, plant and equipment (note 5) 1,044,042 729,163 Roads and bridges (note 5) 27,693 22,379 Rimber licences (note 5) 111,098 114,963 Roads and bridges (note 5) 343,862 118,838 Roads and bridges (note 5) 343,862 118,838 Roads and bridges (note 5) 343,862 138,838 Roads and bridges (note 5) 343,862 138,838 Roads and shareholders' Equity Roads Road	Prepayments		
Deposits and other assets (note 17) 49,237 48,957 Right of use assets 33,143 35,471 Property, plant and equipment (note 5) 1,044,042 729,163 Roads and bridges (note 5) 112,098 1114,993 Goodwill and other intangible assets (note 5) 343,862 138,838 Deferred income taxes 457 230 Current inabilities and Shareholders' Equity 25,488,693 \$ 1,583,187 Current portion of long term debt (notes 8 and 16) 6,901 6,891 Reforestation liability 11,921 11,745 Income taxes payable 67,845 4,349 Reforestation liability 28,281 29,735 Lease liabilities 11,921 11,745 Reforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Lease liabilities 307,349 189,726 Reforestation liability 28,281 29,735 Lease liabilities 30,7349 189,726 Reforestation liability 30,834 37,603 <td< td=""><td></td><td>0,1,032</td><td>755,656</td></td<>		0,1,032	755,656
Right of use assets 33,143 35,471 Property, plant and equipment (note 5) 1,044,042 729,163 Roads and bridges (note 5) 27,693 22,379 Goodwill and other intangible assets (note 5) 343,862 118,838 Roeferred income taxes 457 230 Liabilities and Shareholders' Equity 25,488,693 \$ 1,843,187 Current liabilities: 52,488,693 \$ 150,509 Current portion of long term debt (notes 8 and 16) 6,901 6,891 Reforestation liability 11,921 11,745 Income taxes payable 67,845 4,394 Reforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Income taxes payable 307,349 189,726 Reforestation liability 28,281 29,735 Lease liabilities 30,7349 189,726 Reforestation liability 28,281 29,735 Lease liabilities 30,7349 189,726 Reforestation liability 30,835 11,175 Provisions a	Employee future benefits (note 7)	7,109	106
Property, plant and equipment (note 5) 1,044,042 729,163 Roads and bridges (note 5) 27,693 22,379 Finber licences (note 5) 343,862 114,983 Soodwill and other intangible assets (note 5) 343,862 138,838 Seferred income taxes 457 230 Liabilities and Shareholders' Equity 22,488,693 \$ 1,843,187 Current liabilities: 205,009 \$ 150,509 Current portion of long term debt (notes 8 and 16) 6,901 6,897 Reforestation liability 11,921 11,745 Lease liabilities 11,921 11,745 Ceforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Lease liabilities 26,759 28,541 Lease liabilities 307,349 189,726 Reforestation liability 28,281 29,735 Lease liabilities 307,349 189,726 Reforestation liability 38,272 35,644 Long term debt (notes 8 and 16) 368,427 375,063 Provis	Deposits and other assets (note 17)	49,237	48,957
Roads and bridges (note 5) 27,693 22,379 Timber licences (note 5) 112,098 114,953 Goodwill and other intangible assets (note 5) 343,862 138,838 Deferred income taxes 457 230 Liabilities and Shareholders' Equity 25,488,693 \$ 1,843,187 Current liabilities: 52,488,693 \$ 150,509 Current portion of long term debt (notes 8 and 16) 6,901 6,897 Reforestation liability 15,673 16,181 Lease liabilities 11,921 11,745 Income taxes payable 307,349 189,726 Reforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Lease liabilities 368,427 375,063 Reforestation liability 368,427 375,063 Implayed future benefits 9,385 11,137 Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 4,579 5,157	Right of use assets	33,143	35,471
Fimber licences (note 5) 112,098 114,953 Goodwill and other intangible assets (note 5) 343,862 138,838 Deferred income taxes 457 230 Liabilities and Shareholders' Equity Current liabilities Trade accounts payable and provisions \$ 205,009 \$ 150,509 Current portion of long term debt (notes 8 and 16) 6,901 6,897 Reforestation liability 15,673 16,181 11,921 11,721		1,044,042	729,163
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\$ 2,488,693 \$ 1,843,187	- ,	,	138,838
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Current liabilities: Trade accounts payable and provisions \$ 205,009 \$ 150,509 Current portion of long term debt (notes 8 and 16) 6,901 6,897 Reforestation liability 15,673 16,181 Lease liabilities 11,921 11,745 Income taxes payable 67,845 4,394 Reforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Long term debt (notes 8 and 16) 368,427 375,063 Employee future benefits 9,385 11,137 Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve Retained earnings 60,924 49,846 Retained earnings 1,017,301 501,704		\$ 2,488,693	\$ 1,843,187
Income taxes payable 67,845 4,394 Reforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Long term debt (notes 8 and 16) 368,427 375,063 Employee future benefits 9,385 11,137 Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704 1,567,063 1,080,312	Current portion of long term debt (notes 8 and 16) Reforestation liability	6,901	\$ 150,509 6,897 16,181
Reforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Long term debt (notes 8 and 16) 368,427 375,063 Employee future benefits 9,385 11,137 Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704		•	•
Reforestation liability 28,281 29,735 Lease liabilities 26,759 28,541 Long term debt (notes 8 and 16) 368,427 375,063 Employee future benefits 9,385 11,137 Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704	Income taxes payable	· · · · · · · · · · · · · · · · · · ·	•
Lease liabilities 26,759 28,541 Long term debt (notes 8 and 16) 368,427 375,063 Employee future benefits 9,385 11,137 Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704		307,343	109,720
Cong term debt (notes 8 and 16) 368,427 375,063	Reforestation liability	28,281	29,735
Employee future benefits 9,385 11,137 Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704	Lease liabilities	26,759	28,541
Provisions and other liabilities 37,762 26,637 Deferred income taxes 143,667 102,036 Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704	Long term debt (notes 8 and 16)	·	375,063
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Equity: Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704 1,567,063 1,080,312		•	26,637
Share capital (note 9) 484,259 523,605 Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704 1,567,063 1,080,312		143,667	102,036
Contributed surplus 4,579 5,157 Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704 1,567,063 1,080,312	Equity:		===
Translation reserve 60,924 49,846 Retained earnings 1,017,301 501,704 1,567,063 1,080,312		•	•
Retained earnings 1,017,301 501,704 1,567,063 1,080,312	!	•	
1,567,063 1,080,312		•	•
		1,017,301	301,704
\$ 2,488,693 \$ 1,843,187		1,567,063	1,080,312
		\$ 2,488,693	\$ 1,843,187

U.S. countervailing and anti-dumping duty deposits (note 17) Subsequent event (note 9)

See accompanying notes to consolidated financial statements

Approved on behalf of the Board of Directors:

"L. Sauder" Director "T. V. Milroy" Director



CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY For the nine months ended September 30, 2021 and 2020 (unaudited)

(thousands of Canadian Dollars)	Share Capital	Co	ntributed Surplus	Tı	ranslation Reserve	Retained Earnings	Total
Balance at December 31, 2020	\$ 523,605	\$	5,157	\$	49,846	\$ 501,704	\$ 1,080,312
Net earnings:	-		-		-	749,358	749,358
Other comprehensive income:							
Foreign currency translation differences							
for foreign operations, net of tax	-		-		11,078	-	11,078
Defined benefit plan actuarial gain, net of tax	-		-		-	6,545	6,545
Contributions and distributions:							
Share issuance, net of expenses (note 9)	3,842		(1,188)		-	-	2,654
Share repurchases (note 9)	(43,188)		-		-	(109,681)	(152,869)
Stock options (note 9)	-		610		-	-	610
Dividend (note 9)	-		-		-	(130,625)	(130,625)
Balance at September 30, 2021	\$ 484,259	\$	4,579	\$	60,924	\$ 1,017,301	\$ 1,567,063
Balance at December 31, 2019	\$ 533,685	\$	4,471	\$	56,759	\$ 236,067	\$ 830,982
Net earnings:	-		-		-	131,148	131,148
Other comprehensive income (loss):							
Foreign currency translation differences							
for foreign operations, net of tax	-		-		21,656	-	21,656
Defined benefit plan actuarial loss, net of tax	-		-		-	(1,365)	(1,365)
Contributions:							
Stock issuance, net of expenses	273		(82)		-	-	191
Stock options	-		613		-	-	613
Balance at September 30, 2020	\$ 533,958	\$	5,002	\$	78.415	\$ 365,850	\$ 983,225

See accompanying notes to consolidated financial statements

Notes to Unaudited Condensed Consolidated Interim Financial Statements (Tabular amounts expressed in thousands except number of shares and per share amounts) Three and nine months ended September 30, 2021 and 2020 (unaudited)

1. Nature of operations:

Interfor Corporation and its subsidiaries (the "Company" or "Interfor") produce wood products in British Columbia, the U.S. Northwest and the U.S. South for sale to markets around the world.

Interfor Corporation exists under the *Business Corporations Act* (British Columbia) with shares listed on the Toronto Stock Exchange. Its head office, principal address and records office are located at 1600 – 4720 Kingsway, Burnaby, British Columbia, Canada, V5H 4N2.

These unaudited condensed consolidated interim financial statements as at and for the three and nine months ended September 30, 2021 and 2020 comprise the accounts of Interfor Corporation and its subsidiaries.

2. Basis of Preparation:

(a) Statement of compliance:

These financial statements, including comparatives, have been prepared in accordance with IAS 34 *Interim Financial Reporting* using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2020.

These financial statements were approved by Interfor's Board of Directors on November 4, 2021.

(b) Basis of measurement:

These financial statements are prepared on the historical cost basis except for the following items in the Statements of Financial Position:

- (i) Liabilities for cash-settled share-based compensation arrangements are measured at fair value at each reporting date;
- (ii) Equity-settled share-based compensation are measured at fair value at the grant date;
- (iii) Employee benefit plan assets and liabilities are recognized as the net of the fair value of the plan assets and the present value of the benefit obligations on a plan-by-plan basis; and
- (iv) Reforestation obligations, lease liabilities and certain other provisions are measured at the discounted value of expected future cashflows.

The functional and presentation currency of the parent company is the Canadian Dollar.

(c) Critical accounting estimates:

Potential impacts of the COVID-19 outbreak on the Company's critical accounting estimates are being monitored on a regular basis. However, there were no significant changes during the quarter ended September 30, 2021. Interfor's critical accounting estimates are described in its financial statements for the year ended December 31, 2020, filed under the Company's profile on www.sedar.com.

3. Significant accounting policies:

These financial statements have been prepared using the significant accounting policies and methods of computation consistent with those applied in the Company's audited December 31, 2020 annual consolidated financial statements, which are available on www.sedar.com

A number of new standards, and amendments to standards and interpretations, are not yet effective for the quarter ended September 30, 2021, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on future financial statements.

4. Seasonality of operating results:

Quarterly operating results of the Company reflect the seasonality of its operations and markets. Logging operations are seasonal due to several factors including weather, ground conditions and fire season closures. Generally, production from the Company's B.C. Coastal logging operations is relatively low in the second half of the fourth quarter and first half of the first quarter due to the impact of winter storms. Logging activity in the B.C. Interior is typically reduced during the annual spring break-up. Sawmill operations are dependent on the availability of logs from our logging operations and our suppliers. In addition, the market demand for lumber and related products is generally lowest in the winter season due to reduced construction and renovation activities.

5. Acquisitions:

a) Acquisitions of sawmills:

On July 9, 2021, a wholly-owned subsidiary of Interfor concluded the acquisition of four sawmill operations located in Bay Springs, MS, Fayette, AL, DeQuincy, LA and Philomath, OR from Georgia-Pacific Wood Products LLC and GP Wood Products LLC (collectively "Georgia-Pacific"), pursuant to an Asset Purchase Agreement. The Company paid total consideration of US\$371,859,000 (\$466,311,000), which was funded from cash on hand.

On March 12, 2021, a wholly-owned subsidiary of Interfor concluded the acquisition of sawmill operations in Summerville, South Carolina from WestRock Company, pursuant to an Asset Purchase Agreement for total consideration of US\$58,618,000 (\$73,630,000). The cash purchase price was funded from cash on hand.

The acquisitions have been accounted for as business combinations and the estimated value of the consideration transferred is allocated on a preliminary basis as follows:

Notes to Unaudited Condensed Consolidated Interim Financial Statements (Tabular amounts expressed in thousands except number of shares and per share amounts) Three and nine months ended September 30, 2021 and 2020 (unaudited)

5. Acquisitions (continued):

a) Acquisitions of sawmills (continued):

Cash purchase price	Su	mmerville	Geo	orgia-Pacific	Total	
	\$	73,630	\$	466,311	\$ 539,941	
Assets acquired:						
Inventory	\$	10,174	\$	27,290	\$ 37,464	
Property, plant and equipment		55,414		245,711	301,125	
Goodwill		8,137		194,089	202,226	
		73,725		467,090	540,815	
Current liabilities assumed		, (95)		, (779)	(874)	
	\$	73,630	\$	466,311	\$ 539,941	

The factors that contributed to the recognition of goodwill of \$8,137,000 and \$194,089,000 are the sawmills' historical cash flows and income growth projections, management team and workforce strength, efficiency of operations and assets that are geographically complementary to our existing facilities and offer close access to large markets. These transactions strengthen our core lumber business and give us increased scale and geographic diversification. The goodwill is deductible for tax purposes.

The Company incurred acquisition related transaction costs of approximately \$514,000 and \$1,187,000 for the three and nine months ended September 30, 2021, which are included in selling and administration expenses in the consolidated statements of earnings.

For the nine months ended September 30, 2021, the acquired operations have contributed sales of \$101,343,000 and a net loss before tax of \$411,000, which is inclusive of inventory purchase accounting adjustments totaling \$20,405,000. If the acquisitions had occurred on January 1, 2021, management estimates that the Company's consolidated sales would have been approximately \$2,925,319,000 and net earnings before tax would have been approximately \$1,158,855,000 for the nine months ended September 30, 2021.

b) Acquisition of B.C. Interior cutting rights:

On March 9, 2020, the Company completed the acquisition of two replaceable timber licences with annual cutting rights of approximately 349,000 cubic metres, an interest in a non-replaceable forest licence and other related forestry assets in the Adams Lake area of the B.C. Interior from Canadian Forest Products Ltd. The Company accounted for this transaction as an asset acquisition and the purchase price was allocated to the assets acquired and liabilities assumed on a relative fair value basis as follows:

Cash purchase price	\$ 56,606
Net assets acquired:	
Timber licenses	\$ 57,937
Roads	1,707
Other assets	1,139
Liabilities assumed	(4,177)
	\$ 56,606

6. Inventories:

	Sept. 30, 2021	Dec. 31, 2020
Lumber	\$ 100,454	\$ 80,927
Logs	57,345	54,810
Logs Other	33,921	24,451
	\$ 191,720	\$ 160,188

Inventory cost includes production costs, depreciation of plant and equipment, and depletion and amortization of timber, roads and other. The inventory write-down to record inventory at the lower of cost and net realizable value at September 30, 2021 was \$8,212,000 (December 31, 2020 - \$4,319,000), which is recorded in production costs in the consolidated statements of earnings.

7. Employee future benefits:

During the quarter, the Company purchased an annuity to settle pension liabilities of a defined benefit pension plan in the amount of \$26,167,000 resulting in an actuarial loss of \$16,000.

Notes to Unaudited Condensed Consolidated Interim Financial Statements (Tabular amounts expressed in thousands except number of shares and per share amounts) Three and nine months ended September 30, 2021 and 2020 (unaudited)

8. Borrowings:

	Revolving	Senior	
September 30, 2021	Term Line	Secured Notes	Total
September 30, 2021	Line	Notes	Total
Available line of credit	\$ 350,000	\$ 375,328	\$ 725,328
Drawings	-	375,328	375,328
Outstanding letters of credit	22,836	-	22,836
Unused portion of Revolving Term Line	\$ 327,164	\$ -	\$ 327,164
	Revolving	Senior	
	Term	Secured	
December 31, 2020	Line	Notes	Total
Available line of credit	\$ 350,000	\$ 381,960	\$ 731,960
Drawings	-	381,960	381,960
Outstanding letters of credit	19,887	-	19,887
Unused portion of Revolving Term Line	\$ 330,113	\$ -	\$ 330,113
Minimum principal amounts due on long term debt are as follows:			
Twelve months ending			
September 30, 2022			\$ 6,901
September 30, 2023			6,902
September 30, 2024			42,470
September 30, 2025			42,470
September 30, 2026			42,471
Thereafter			234,114
			\$ 375,328

Reconciliation of movements in borrowings to cash flows arising from financing activities:

	Th	Three Months Th		e Months	Nine Months		Nine Month	
	Sep	t. 30, 2021	Sept.	30, 2020	Sept.	30, 2021	Sept	. 30, 2020
Drawings at opening	\$	365,106	\$	408,840	\$	381,960	\$	259,760
Term Line net drawings (repayments)		1		(23)		1		(82)
Additions to long term debt		-		-		-		140,770
Repayments of long term debt		-		-		(6,671)		-
Effects of changes in foreign exchange rates		10,221		(8,647)		38		(278)
Drawings at September 30	\$	375,328	\$	400,170	\$	375,328	\$	400,170

(a) Revolving Term Line:

The Revolving Term Line (the "Term Line") may be drawn in either CAD\$ or US\$ advances, and bears interest at bank prime plus a margin or, at the Company's option, at rates for Bankers' Acceptances or LIBOR-based loans plus a margin, and in all cases dependent upon a financial ratio of net debt to total capitalization.

The Term Line is secured by a general security agreement and mortgage security on certain of the Company's Canadian assets and is subject to certain financial covenants including a maximum ratio of net debt to total capitalization.

As at September 30, 2021, the Term Line was drawn by letters of credit of \$17,792,000 (December 31, 2020 - \$14,811,000) and US\$3,959,000 (December 31, 2020 - US\$3,987,000), revalued at the quarter-end exchange rate to \$5,044,000 (December 31, 2020 - \$5,076,000), for total outstanding letters of credit of \$22,836,000 (December 31, 2020 - \$19,887,000).

(b) Senior Secured Notes:

As at September 30, 2021, the Company's Senior Secured Notes consisted of the following:

	Sept. 30, 2021	Dec	. 31, 2020
Series A (US\$4,450,000) bearing interest at 4.33%	\$ 3,780	\$	5,666
Series B (US\$11,800,000) bearing interest at 4.02%	10,023		15,024
Series C (US\$100,000,000) bearing interest at 4.17%	127,410		127,320
Series D (US\$45,550,000) bearing interest at 4.95%	58,035		57,994
Series E (US\$38,200,000) bearing interest at 4.82%	48,670		48,636
Series F (US\$50,000,000) bearing interest at 3.34%	63,705		63,660
Series G (US\$50,000,000) bearing interest at 3.25%	63,705		63,660
	\$ 375,328	\$	381,960

On March 26, 2020, the Company issued US\$50,000,000 of Series F and US\$50,000,000 of Series G Senior Secured Notes with interest rates and payment terms described in the table above.

The Senior Secured Notes have a weighted average fixed interest rate of 4.08% and maturities from June 26, 2022 to March 26, 2030.

Notes to Unaudited Condensed Consolidated Interim Financial Statements (Tabular amounts expressed in thousands except number of shares and per share amounts) Three and nine months ended September 30, 2021 and 2020 (unaudited)

8. Borrowings (continued):

(b) Senior Secured Notes (continued):

The Senior Secured Notes have been designated as a hedge against the Company's investment in its U.S. operations and unrealized foreign exchange losses of \$40,000 in the first nine months, 2021 (first nine months, 2020 - \$360,000 gain) and \$10,222,000 in the third quarter, 2021 (Quarter 3, 2020 - \$8,670,000 gain) arising on their revaluation were recognized in Foreign currency translation differences in Other comprehensive income.

9. Share capital:

The transactions in share capital are described below:

	Number	Amount	Co	ontributed Surplus
Balance, December 31, 2019 Exercise of stock options Repurchase of common shares Stock options	67,259,959 s 31,614 (1,327,420)	\$ 533,685 598 (10,678)	\$	4,471 (180) - 866
Balance, December 31, 2020 Exercise of stock options Repurchase of common shares Stock options	65,964,153	\$ 523,605 3,842 (43,188)	\$	5,157 (1,188) - 610
Balance, September 30, 2021	60,781,186	\$ 484,259	\$	4,579

On November 5, 2020, the Company announced a normal course issuer bid ("NCIB") commencing on November 11, 2020 and ending on November 10, 2021, for the purchase of up to 5,981,751 common shares. On September 16, 2021, the Company announced an amendment to its NCIB increasing the maximum number of common shares that may be purchased by an additional 690,906 common shares. The amended NCIB allowed for the purchase of up to 6,672,658 common shares. As at September 30, 2021, the Company had purchased all of the common shares permitted under the NCIB.

During the first nine months of 2021, Interfor purchased 5,345,238 common shares at an average price of \$28.59 per share for a cost of \$152,869,000 with \$43,188,000 charged against Share capital, based on the average per share amount for common shares in that account as at the transaction date, and the balance of \$109,681,000 to Retained earnings. Since the outset of the NCIB, the Company has purchased 6,672,658 common shares for total consideration of \$177.3 million, representing an average price of \$26.56 per share.

No common shares were purchased in 2020 under the Company's prior NCIB that expired on March 6, 2020.

On November 4, 2021, the Company announced a renewal of its NCIB commencing on November 11, 2021 and ending on November 10, 2022, for the purchase of up to 6,041,701 common shares.

On May 12, 2021, Interfor's Board of Directors declared a one-time special cash dividend of \$2.00 per share, which was paid on June 28, 2021 to shareholders of record on May 28, 2021. The special dividend resulted in an aggregate distribution of \$130,625,000. The dividend was funded from cash on hand.

10. Depreciation, depletion and amortization:

Depreciation, depletion and amortization by function is as follows:

	 e Months 30, 2021	 ee Months . 30, 2020	 ne Months 30, 2021	 ne Months :. 30, 2020
Production Selling and administration	\$ 32,834 461	\$ 28,145 627	\$ 89,731 1,392	\$ 81,173 1,899
	\$ 33,295	\$ 28,772	\$ 91,123	\$ 83,072

11. Asset write-downs and restructuring costs:

	 e Months 30, 2021	 ee Months . 30, 2020	 ne Months 30, 2021	 ne Months . 30, 2020
Write-down of plant, equipment and other Severance and other closure (recoveries) costs Write-down of parts inventory	\$ 1,005 (8)	9,807 2,036 1,142	\$ 3,040 312	\$ 9,754 2,592 1,125
	\$ 997	\$ 12,985	\$ 3,352	\$ 13,471

Notes to Unaudited Condensed Consolidated Interim Financial Statements (Tabular amounts expressed in thousands except number of shares and per share amounts) Three and nine months ended September 30, 2021 and 2020 (unaudited)

12. Finance costs:

	 e Months 30, 2021	 e Months 30, 2020	 ne Months . 30, 2021	 ne Months 30, 2020
Interest expense on:				
Borrowings	\$ 4,201	\$ 4,485	\$ 12,489	\$ 12,789
Lease liabilities	361	410	1,150	1,377
Pension obligations	434	604	1,590	1,808
Interest revenue from:				
Duty deposits and other	(462)	(330)	(1,374)	(976)
Pension assets	(284)	(388)	(992)	(1,296)
Unwind of discount on provisions	116	` 45 [°]	307	247
Amortization of deferred finance costs	78	81	235	239
	\$ 4,444	\$ 4,907	\$ 13,405	\$ 14,188

13. Other income (expense):

	 Three Months Three Months Nine Sept. 30, 2021 Sept. 30, 2020 Sept. 3		ne Months . 30, 2021	 Nine Months ept. 30, 2020		
Gain (loss) on disposal of property, plant and equipment and other Gain on lease modifications	\$ 22,550 21	\$	(70) 27	\$	23,484 38	\$ 195 233
	\$ 22,571	\$	(43)	\$	23,522	\$ 428

On July 21, 2021, the Company completed the sale of property, plant and equipment at its former Hammond sawmill located in Maple Ridge, British Columbia for total net cash proceeds of \$39,682,000 and recorded a gain of \$22,833,000.

14. Net earnings per share:

Net earnings per share is calculated utilizing the treasury stock method for determining the dilutive effect of options issued. The reconciliation of the numerator and denominator is determined as follows:

	Three Months Sept	Three Months Sept. 30, 2020 Weighted Average Number of					
	Weighted						
	Average Number of						
	Net earnings Shares	Per share	Net earnings	Shares	Pe	r share	
Issued shares at June 30	63,639,673	3		67,259,959			
Effect of shares issued	2,023	3		10,223			
Effect of shares repurchased	(900,529	9)		-			
Basic earnings per share Effect of dilutive securities:	\$ 65,630 62,741,167	\$ 1.05	\$ 121,604	67,270,182	\$	1.81	
Stock options	159,566	j		26,555			
Diluted earnings per share	\$ 65,630 62,900,733	3 \$ 1.04	\$ 121,604	67,296,737	\$	1.81	
	Nine Months Sept.	Nine Months Sept. 30, 2020					
	Weighted	l		Weighted			
	Average	2		Average			
	Number o	f		Number of			
	Net earnings Shares	Per share	Net earnings	Shares	Pe	r share	
Issued shares at December 31	65,964,153	8		67,259,959			
Effect of shares issued	103,724			3,433			
Effect of shares repurchased	(1,528,552			-			
Basic earnings per share Effect of dilutive securities:	\$ 749,358 64,539,325	•	\$ 131,148	67,263,392	\$	1.95	
Stock options	171,490)		9,555			
Diluted earnings per share	\$ 749,358 64,710,815		\$ 131,148	67,272,947	\$	1.95	

Notes to Unaudited Condensed Consolidated Interim Financial Statements (Tabular amounts expressed in thousands except number of shares and per share amounts) Three and nine months ended September 30, 2021 and 2020 (unaudited)

15. Segmented information:

The Company manages its business as a single operating segment, being solid wood. The Company harvests and purchases logs which are sorted by species, size and quality and then either manufactured into lumber products at the Company's sawmills or sold. Substantially all operations are located in British Columbia, Canada and the Northwest and South regions of the U.S.

Sales by market are as follows:

	Three Months Three Months Nine M Sept. 30, 2021 Sept. 30, 2020 Sept. 30,	
United States	\$ 505,159 \$ 538,262 \$ 2,18	1,649 \$ 1,162,476
Canada	93,873 70,040 29	5,797 232,030
Japan	20,319 16,234 4	7,256 58,478
China/Taiwan	17,335 10,079 3	5,588 37,103
Other export	27,588 10,269 5	2,961 31,221
	\$ 664,274 \$ 644,884 \$ 2,61	3,251 \$ 1,521,308

Sales by product line are as follows:

	Three Mor	Three Months		ee Months	Nine Months	;	Nine Months	
	Sept. 30, 20)21	Sept.	30, 2020	Sept. 30, 2021	. Se _l	ot. 30, 2020	
Lumber	\$ 559.	592	\$	562,371	\$ 2,334,900) \$	1,263,802	
Logs	45,0		Ψ.	32,636			130,932	
Wood chips and other by products	45,	L31		40,858	127,773	3	111,473	
Other	14,	549		9,019	37,810)	15,101	
_	\$ 664,7	274	\$	644,884	\$ 2,613,251	. \$	1,521,308	

16. Financial instruments:

At September 30, 2021, the fair value of the Company's Long term debt exceeded its carrying value by \$32,055,000 (December 31, 2020 - \$27,915,000) measured based on the level 2 of the fair value hierarchy.

The fair values of other financial instruments approximate their carrying values due to their short-term nature.

As at September 30, 2021, the Company had no outstanding obligations under derivative financial instruments.

17. U.S. countervailing and anti-dumping duty deposits:

In late 2016, a petition was filed by the U.S. Lumber Coalition and other petitioners seeking countervailing ("CV") and anti-dumping ("AD") duties on Canadian softwood lumber imports to the U.S. On January 6, 2017, a preliminary determination was announced by the U.S. International Trade Commission ("ITC") that there was reasonable indication that the U.S. industry is materially injured by imports of softwood lumber products from Canada and the U.S. Department of Commerce ("DoC") imposed duties on Canadian shipments of softwood lumber into the U.S.

CV duties were imposed from April 28, 2017 until August 26, 2017 and from December 28, 2017 onwards. AD duties were imposed from June 30, 2017 through December 26, 2017 and from December 28, 2017 onwards.

The CV duties cash deposit rate was initially imposed at 19.88% and subsequently amended to 14.19%. The AD duties cash deposit rate was initially imposed at 6.87% and subsequently amended to 6.04%. During the fourth quarter 2020, the DoC published the final CV and AD duties rates based on the results of its first administrative review of shipments for the years ended December 31, 2017 and 2018.

On May 21, 2021, the DoC issued its preliminary revised CV and AD duty rates based on completion of its second administrative review for the year ended December 31, 2019. The DoC may further amend these preliminary revised duty rates at any time, with final rate determinations expected to be published in the fourth quarter 2021. At such time, the final rates determined will be applied to new lumber shipments.

Notes to Unaudited Condensed Consolidated Interim Financial Statements (Tabular amounts expressed in thousands except number of shares and per share amounts) Three and nine months ended September 30, 2021 and 2020 (unaudited)

17. U.S. countervailing and anti-dumping duty deposits (continued):

The following table summarizes the cash deposit rates that were in effect and the preliminary and final revised rates for those periods:

Year ended December 31		
	Cash deposit	Final
First administrative review	rates in effect	revised rates
2017		
AD	6.04%	1.57%
CV	14.19%	7.26%
Total	20.23%	8.83%
2018		
AD	6.04%	1.57%
CV	14.19%	7.42%
Total	20.23%	8.99%
	Cash deposit	Preliminary
Second administrative review	rates in effect	revised rates
2019		
AD	6.04%	12.05%
CV	14.19%	6.27%
Total	20.23%	18.32%

The final AD and CV duties rates for the first administrative review were published November 30, 2020 and December 1, 2020 respectively, and starting on these dates the final 2018 AD and CV duty rates of 1.57% and 7.42% respectively, were applied as the cash deposit rates to new lumber shipments.

The finalization of the rates in the fourth quarter of 2020 indicated an overpayment of duty deposits in 2017 and 2018 of US\$32,931,000 of which US\$3,187,000 was recorded in a prior year and US\$29,744,000 in 2020.

As at September 30, 2021, Interfor has a long term receivable of US\$32,931,000 (December 31, 2020 - US\$32,931,000) in Deposits and other assets on the Statements of Financial Position, revalued at the quarter-end exchange rate to \$41,957,000 (December 31, 2020 - \$41,927,000). Interfor has recorded interest on the long term receivable of US\$2,515,000 (December 31, 2020 - US\$2,224,000) in Deposits and other assets on the Statements of Financial Position, revalued at the quarter-end exchange rate to \$3,205,000 (December 31, 2020 - \$2,832,000).

Interfor paid duties of US\$18,424,000 in 2017, US\$42,016,000 in 2018, US\$33,765,000 in 2019, US\$39,761,000 in 2020 and US\$29,072,000 in the first nine months of 2021, all of which remain held in trust by U.S. Customs and Border Protection. With the exception of US\$32,931,000 (December 31, 2020 – US\$32,931,000) recorded as a long term receivable, Interfor has recorded the duty deposits as an expense.

Interfor is of the view that the DoC's positions are without merit and politically driven. As such, Interfor intends to defend its position through various appeals processes, in conjunction with the B.C. and Canadian Governments. The final amount and effective date of countervailing and anti-dumping duties that may be assessed on Canadian softwood lumber exports to the U.S. cannot be determined at this time and will depend on decisions yet to be made by any reviewing courts, USMCA or WTO panels to which the DoC and ITC determinations may be appealed.



Interfor Corporation Metrotown II 1600 – 4720 Kingsway Burnaby, B.C. Canada V5H 4N2

Telephone: (604) 422-3400 Fax: (604) 422-3452

Contact: Richard Pozzebon, Senior Vice President

and Chief Financial Officer

Web Site: www.interfor.com