



RESOLUTE FOREST PRODUCTS INC.

FINANCE COMMITTEE CHARTER

Effective as of **February 14, 2012**

1. Purpose

The Finance Committee (the "Committee") shall assist the Board of Directors (the "Board") in fulfilling its responsibilities to the stockholders in respect of the policies and practices that relate to the management of the financial affairs of Resolute Forest Products Inc. (the "Company") and shall oversee such other matters as shall be mandated under applicable rules and regulations as well as applicable listing standards of the New York Stock Exchange.

2. Membership and Member Qualifications

The Committee shall consist of at least three Directors. The Committee members, including the Chair of the Committee, shall be appointed and removed as set forth in the Company's By-Laws (the "By-Laws") and Corporate Governance Principles. Members of the Committee and the Chair shall receive such remuneration for their services on the Committee as the Board may determine from time to time.

3. Meetings and Operations

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than twice each year. Meetings may be called by the Committee Chair, by the Chair of the Board, or by a majority of the Committee members. Subject to compliance with the By-Laws, the Committee may create one or more subcommittees and may delegate, in its discretion, a portion of its responsibilities to such subcommittees. Any such subcommittee shall have its own Charter, which shall be posted on the Company's website.

Meetings may be held telephonically to the extent permitted by the Company's organizational documents and applicable law. All meetings of and actions by the Committee shall be held or otherwise taken pursuant to the By-Laws and this Charter, including provisions governing notices of meetings, waivers thereof, the number of Committee members required to take action at meetings or by written consent, and other related matters. The Committee shall report to the Board on its activities after each of its Committee meetings. Each of the Committee's reports to the Board may take the form of an oral report by the Committee Chair or his or her delegate. The Committee may hold in-camera sessions where management, including Directors who are members of management, may be asked to withdraw.

Under the guidance of the Human Resources and Compensation/Nominating and Governance Committee, the Committee shall review and assess the adequacy of this Charter annually. Any revision to this Charter suggested by the Human Resources and Compensation/Nominating and Governance Committee or this Committee shall be submitted for Board approval by the Human Resources and Compensation/Nominating



and Governance Committee. Once approved by the Board, this Charter and any revisions thereto shall be published on the Company's website. Under the guidance of the Human Resources and Compensation/Nominating and Governance Committee, the Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted pursuant to the process established by the Human Resources and Compensation/Nominating and Governance Committee.

4. Goals, Responsibilities and Authority

In carrying out its purpose, the Committee shall have the following goals, responsibilities and authority. The Committee shall:

- A.** Review at least annually and as needed the adequacy of management's plans and processes to manage the Company and its subsidiaries' exposure to financial risks and insurance principles and coverage including those associated with the use of derivatives, currency and interest rates swaps and other risk management techniques.
- B.** Review as needed the actual and projected financial situation and capital needs of the Company, including as a result of the Company's business plan and strategy, cash plan, short-term investment policy, balance sheet, dividend policy, issuance or repurchase of Company stock and capital structure (e.g., the respective level of debt and equity, the sources of financing and equity, the Company's financial ratios and credit rating policy).
- C.** Review at least annually the Company's tax situation and tax strategy.
- D.** Review as needed the Company's investor profile and related investor relations and stockholder services of the Company.
- E.** Review any mergers, acquisitions, divestitures, joint ventures and other similar transactions and required capital expenditure projects to be submitted to the Board.
- F.** Review at least once a year a report prepared by management on the financial health, from an actuarial perspective, of the benefit plans of the Company's subsidiaries, and related funding obligations.
- G.** Report or make recommendations on significant issues with respect to any of the foregoing topics to the Board or to other Board committees, as the Committee shall deem appropriate. In particular, the Committee shall report to, and coordinate with, each of the other Board committees on issues that may impact the items for which such other committee has primary responsibility as set forth in such other committee's charter.



In discharging its duties and responsibilities, the Committee:

- A. Shall have access to the employees and management of the Company.
- B. May invite officers, employees or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee.
- C. May conduct such examinations, investigations or inquiries as it deems necessary or appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

5. Additional Resources

The Committee shall have the right to retain appropriate advisors to the extent it deems necessary or appropriate.