

CORPORATE GOVERNANCE COMMITTEE CHARTER

Nature and Scope of the Corporate Governance Committee (the “Committee”)

To assist the Board of Directors (the “Board”) in matters pertaining to Corus Entertainment Inc’s (the “Company”) approach to governance issues in accordance with good corporate practice and applicable regulatory requirements. In particular, providing advice and guidance in relation to the role, composition, structure, independence and effectiveness of the Board in performing and fulfilling its responsibilities.

The Committee does not have decision-making authority except where, and to the extent that, such authority is expressly delegated by the Board. The Committee conveys its findings and recommendations to the Board for consideration and, where required, decision by the Board.

Composition and Operation

The Committee shall be composed of three or more outside directors, a majority of whom are unrelated as determined by the Board on an annual basis.

The Committee shall meet at least four times a year.

The Secretary or his/her delegate shall keep minutes of all the meeting of the Committee.

An individual who is not a member of the Committee may be invited to attend the meetings.

Roles and Responsibilities of the Committee Chair

At the time of the annual appointment of the members of the Corporate Governance Committee, the Board shall appoint a Chair of the Corporate Governance Committee. The Chair will:

1. Be a member of the Corporate Governance Committee;
2. Preside over all Corporate Governance Committee meetings;
3. Coordinate the Corporate Governance Committee’s compliance with this charter;
4. Work with management to develop the Corporate Governance Committee’s annual work-plan; and
5. Provide reports of the Corporate Governance Committee to the Board.

The Chair may vote on any matter requiring a vote and shall provide a second vote in the case of a tie vote.



Roles and Responsibilities of the Committee

The Committee, with respect to Board policy and governance, will:

1. Establish and review the Company's approach to governance issues including the Corporation's response to and compliance with any applicable governance guidelines.
2. Review and approve any public disclosure regarding corporate governance matters, as may be required by securities regulatory authorities or others.
3. Review transactions between the Company and its directors, officers, shareholders and other related parties for recommendation to the full Board.
4. Evaluate the performance and effectiveness of the Board as a whole, the Committees of the Board and individual Directors on a regular, ongoing basis.
5. Consider nominations for Directors and approve Director nominations for recommendation to the full Board.
6. Consider nominations for Corporate Secretary and approve Corporate Secretary nominations for recommendation to the full Board.
7. Consider nominations for Lead Independent Director for recommendation to the full Board.
8. Review and recommend changes in the role, composition and structure of the Board and of Board Committees.
9. Establish an orientation and education program for new Directors and provide continuing education for existing Directors.
10. Perform an evaluation of the Committee's performance at least biennially to determine whether it is functioning effectively.
11. Review and/or approve such other matters as are specifically delegated to it by the Board.
12. Report to the Board on the activities of the Committees with respect to the foregoing matters at Board meetings and at any other time deemed appropriate by the Committee or upon request of the Board.
13. The Committee may, at its discretion, retain the services of independent outside advisors or counsel in consultation with the Executive Chair.