

**1. Mandate, Duties and Responsibilities**

1.1 The Executive Committee will exercise all powers and perform all duties of the Board of Directors between meetings of the Board of Directors, and will address all required matters and issues as determined by the Executive Chair or as directed by the Board of Directors from time to time, to seek to ensure the orderly flow of Corus Entertainment Inc.'s (the "Company") business and implementation of decisions. Provided that, subject to the direction of the Board of Directors that such matters shall be dealt with by the Executive Committee, the Executive Committee shall not deal with:

- (a) any matters or issues that may require, at law or pursuant to the constating documents of the Company, the participation of all of the Company's directors or of the Company's shareholders;
- (b) any matters or issues that may from time to time be set out by resolution of the Board of Directors as matters to be dealt with only by the Board of Directors as a whole; or
- (c) any matters or issues whatsoever that result in costs, expenditures or proceeds to the Company in excess of [Twenty Million (\$20,000,000)] Dollars;

it being understood that all such matters and issues, subject to the direction of the Board of Directors that any such matter or issue is to be dealt with by the Executive Committee, require referral to the Board of Directors as a whole for any decision.

1.2 The Board shall be kept informed of the Committee's activities by a report following each Committee meeting. The Executive Committee shall seek concurrence on its decisions from the Board of Directors but all decisions of the Executive Committee within the terms of its mandate shall be final and binding.

***General Duties and Responsibilities***

1.3 The Committee shall review and reassess the charter at least annually and obtain the approval of the Board.

1.4 The Committee shall perform a periodic evaluation of its performance to determine whether it is functioning effectively.

1.5 The Committee may adopt policies and procedures for carrying out its responsibilities.

## 2. Composition and Operations

- 2.1 The Executive Committee consists of the Executive Chair who acts as Chair of the Executive Committee, the Vice Chair, the Chief Executive Officer, the Chair of each of the Audit, Human Resources and Corporate Governance Committees of the Company, the Lead Independent Director plus such other members of the Board of Directors as may be nominated to the Executive Committee by the Executive Chair and appointed by the Board of Directors from time to time. The Vice Chair will attend and preside at meetings only in the absence of the Executive Chair.
- 2.2 Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board shall fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all its power as long as a quorum remains in office.
- 2.3 The Committee shall meet as often as it deems necessary to perform the duties and discharge its responsibilities as described herein in a timely manner. Meetings shall be authorized at the request of any member of the Committee or at the request of members of the Executive Leadership Team.
- 2.4 The Committee has access to the Company's Executive Leadership Team and documents as required to fulfill its responsibilities and is provided with the resources necessary to carry out its responsibilities.
- 2.5 The person designated to act as secretary shall prepare minutes of all meetings, to be filed in the corporate records.
- 2.6 The Committee has the authority to engage the services of independent outside advisors or counsel at the expense of the Company in consultation with the Executive Chair and to set the compensation for these advisors.
- 2.7 The secretary to the Committee shall be either the Corporate Secretary or a person, who need not be a director, designated by the Executive Chair.
- 2.8 Notice of each meeting of the Committee shall be given to each member of the Committee as far in advance of the time for the meeting as possible, but in any event, not later than 24 hours preceding the time stipulated for the meeting (unless otherwise waived by all members of the Committee). Each notice of meeting shall state the nature of the business to be transacted at the meeting in reasonable detail and to the extent practicable, be accompanied by copies of documentation to be considered at the meeting.
- 2.9 A quorum for the transaction of business at a meeting shall consist of not less than a majority of the members of the Committee, including either the Executive Chair or the Vice Chair of the Company. Members of the Committee may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the

meeting to communicate adequately with each other, and a member participating by any such means shall be deemed to be present at that meeting. Senior management of the Company and other parties may attend meetings of the Committee, as may be deemed appropriate by the Committee. The Committee may act by means of a written resolution signed by all members entitled to vote on the matter.

- 2.10 If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that member shall be responsible for alerting the Executive Chair. If the Executive Chair concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member's interest and shall not be present for or participate in any discussion or other consideration of the matter and shall not vote on the matter.
- 2.11 The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.