Corus Entertainment Inc.

Notice and Management Information Circular

For the Annual Meeting of Shareholders
January 14, 2021

CORUS ENTERTAINMENT INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the ''Meeting'') of CORUS ENTERTAINMENT INC. (the ''Company'') will be held virtually via online webcast at https://web.lumiagm.com/403867944, password: corus2021 (case sensitive), Canada on Thursday, the 14th day of January, 2021, at 4:00 p.m. (Eastern Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for its financial year ended August 31, 2020, together with the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year and authorize the directors to fix the auditors' remuneration;
4. to transact such further and other business as may properly be brought before the Meeting and any adjournment(s) or postponement(s) thereof.

This year, to proactively deal with the unprecedented public health impact of COVID-19 and to mitigate risks to the health and safety of the Company's shareholders, employees, community and other stakeholders, the Company will hold its Meeting in a virtual-only format, which will be conducted via live webcast. Shareholders will have an equal opportunity to join the Meeting online regardless of their geographic location. Shareholders will not be able to physically attend the Meeting.

A copy of the Management Information Circular accompanies this Notice. Details of all matters proposed to be put before the Meeting are set forth in the accompanying Management Information Circular. The Company has adopted the notice-and-access method of delivering materials to both registered and non-registered Shareholders. As such, the Company has posted copies of the Management Information Circular and the Company's 2020 Annual Report (which includes its audited consolidated financial statements for the fiscal year ended August 31, 2020 and related management's discussion and analysis) on the Investor Relations section of the Company's website at www.corusent.com, in addition to on the Company's page on SEDAR at www.sedar.com and on www.meetingdocuments.com/ASTca/CJR. Paper copies of the Management Information Circular and the Company's 2020 Annual Report may still be obtained upon request, or if you have any questions about the notice-and-access method, please contact AST Trust Company (Canada) at 1-888-433-6443 (toll-free Canada and U.S.) or 416-682-3801 outside of Canada and the U.S., or by e-mail at fulfilment@astfinancial.com.

Registered shareholders and duly appointed proxyholders will be able to attend the Meeting and vote (to the extent of any voting rights as described below) in real time, provided they are connected to the internet and follow the instructions in the attached Management Information Circular. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests but will not be able to vote or speak at the Meeting.

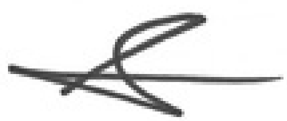
Only Class A participating shareholders of record at the close of business on November 23, 2020 will be entitled to vote at the Meeting, except to the extent that a shareholder of record has transferred any shares after that date and the transferee of such shares establishes proper ownership and requests, not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting.

Class A participating shareholders who do not expect to attend the Meeting are requested to complete the accompanying proxy and mail it to AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario, M1S 0A1. A self-addressed envelope is provided for this purpose. Alternatively, shareholders may, with the control number listed on the form of proxy, vote online at www.astvotemyproxy.com, by telephone at 1-888-489-5760 (toll-free Canada and U.S.) or by smartphone using the QR code provided. Your proxy voting instructions must be received by not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment or postponement thereof, to be used at the Meeting or an adjournment or postponement thereof. Shareholders who wish to appoint a person other than the management nominees identified in the form of proxy or voting instruction form (including a non-registered shareholder who wishes to appoint themselves to attend the virtual Meeting) must carefully follow the instructions in the attached Management Information Circular and on their form of proxy or voting instruction form. **These instructions include the additional step of registering such proxyholder with the Company's transfer agent, AST Trust Company (Canada), after submitting the form of proxy or voting instruction form. Failure of the proxyholder to register with the Company's transfer agent will result in the proxyholder not receiving a control number to participate in the Meeting and only being able to attend as a guest. Guests will be able to attend the Meeting but will not be able to vote or speak at the Meeting.**

Holders of Class A participating shares of the Company will be entitled to vote separately as a class on any resolution put forward at the Meeting. Holders of Class B non-voting participating shares are entitled to attend and speak at the Meeting, but are not entitled to vote on any matter proposed for consideration.

DATED at Toronto, Ontario, this 10th day of December, 2020.

By Order of the Board of Directors



SABAH MIRZA, Executive Vice President and General Counsel

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FORWARD-LOOKING INFORMATION

To the extent any statements made in this Circular contain information that is not historical, these statements are forward-looking statements and may be forward-looking information within the meaning of applicable securities laws (collectively, ''forward-looking'').

Forward-looking information relates to, among other things, our objectives, goals, strategies, intentions, plans, estimates and outlook, including advertising, distribution, merchandise and subscription revenues, operating costs and tariffs, taxes and fees, currency value fluctuations, and interest rates. In this Circular, specific forward-looking statements include the expected timing for roll-out of the Company's "CYNCH" platform. Forward-looking information is predictive in nature and can generally be identified by the use of words such as ''believe,'' ''anticipate,'' ''expect,'' ''intend,'' ''plan,'' ''will,'' ''may'' and other similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances may be considered forward-looking information.

Although Corus believes that the expectations reflected in such forward-looking information are reasonable, such statements involve assumptions, risks and uncertainties and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied with respect to the forward-looking information, including without limitation, factors and assumptions regarding general market conditions and general outlook for the industry, stability of the advertising, distribution, merchandise and subscription markets, operating costs and tariffs, taxes and fees, our ability to source desirable content, currency value fluctuations, interest rates, technology developments and assumptions regarding the stability of laws and government regulation and policies and the interpretation or application of those laws and regulations, consistent application of accounting policies, segment profit growth rates, future levels of capital expenditures, expected future cash flows and discount rates, and actual results may differ materially from those expressed or implied in such statements.

Important factors that could cause actual results to differ materially from these expectations include, among other things: our ability to attract and retain advertising and subscriber revenues; audience acceptance of our television programs and networks; our ability to recoup production costs; the availability of tax credits and the existence of co-production treaties; our ability to compete in any of the industries in which we do business; the opportunities (or lack thereof) that may be presented to and pursued by us; conditions in the entertainment, information and communications industries and technological developments therein; changes in laws, regulations, and policies or the interpretation or application of those laws, regulations, and policies; our ability to integrate and realize anticipated benefits from our acquisitions and to effectively manage our growth; our ability to successfully defend ourselves against litigation matters arising out of the ordinary course of business; failure to meet covenants under our senior credit facility; epidemics, pandemics or other public health crises, including the current outbreak of the novel coronavirus ("COVID-19"); and changes in accounting standards. Additional information about these factors and about the material assumptions underlying such forward-looking statements are set out in the Company's Annual Management's Discussion and Analysis under the heading "Risks and Uncertainties" and in the Company's Annual Information Form under the heading "Risk Factors". Corus cautions that the foregoing list of important factors that may affect future results is not exhaustive.

When relying on our forward-looking information to make decisions with respect to Corus, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Unless otherwise specified, all forward-looking information in this document speaks as of the date of this document. Unless otherwise required by applicable securities laws, Corus disclaims any intention or obligation to publicly update or revise any forward-looking statements whether as a result of new information, events or circumstances that arise after the date thereof or otherwise.

NON-IFRS MEASURES

Corus' financial statements are prepared in accordance with IFRS as prescribed by the International Accounting Standards Board. In the section under "Compensation Discussion and Analysis", the Company presents certain non-IFRS measures, specifically, segment profit and free cash flow, net debt to segment profit, as well as other measures discussed elsewhere in the section. Non-IFRS measures are not defined by IFRS, do not have a standardized meaning and may not be comparable with similar measures presented by other issuers. The Company believes these non-IFRS measures are frequently used by securities analysts, investors and other interested parties as measures of financial performance and to provide supplemental measures of operating performance and thus highlight trends that may not otherwise be apparent when relying solely on IFRS financial measures.

For a full description of these measures and, where applicable, a reconciliation to the most directly comparable measures calculated in accordance with IFRS, please refer to Management's Discussion and Analysis of the Company for the year ended August 31, 2020 and the disclosure under "Compensation Discussion and Analysis".

CURRENCY

Corus Entertainment Inc. reports in Canadian dollars. Unless otherwise specified, all amounts contained within this Circular are reported in Canadian dollars.

CORUS ENTERTAINMENT INC.

ANNUAL MEETING OF SHAREHOLDERS - JANUARY 14, 2021

MANAGEMENT INFORMATION CIRCULAR

VOTING

PROXY SOLICITATION

This Management Information Circular (the ''Circular'') is furnished in connection with the solicitation of proxies by or on behalf of management of CORUS ENTERTAINMENT INC. (the ''Company'' or ''Corus'') for use at the Annual Meeting (the ''Meeting'') of Shareholders of the Company to be held virtually via online webcast at 4:00 p.m. (Eastern Time) on Thursday, January 14, 2021, at https://web.lumiagm.com/403867944, password: corus2021 (case sensitive), or any postponement(s) or adjournment(s) thereof, for the purposes set forth in the accompanying Notice of Meeting. Except as otherwise stated, the information contained herein is given as of November 23, 2020. This solicitation is made by management of the Company.

The Company will deliver materials to its shareholders for the Meeting using the notice-and-access method. This method aligns with the Company's efforts to minimize its impact on the environment through a reduction in paper use, while also reducing printing and mailing costs. Instead of mailing this Circular to shareholders, the Company has posted the Circular (and other proxy-related materials, including its annual financial statements for the financial year ended August 31, 2020, together with the auditor's report therein, and related management's discussion and analysis, collectively, the "proxy-related materials") on www.meetingdocuments.com/ASTca/CJR, and on its website at www.corusent.com in addition to being filed under the Company's profile on SEDAR at www.sedar.com.

Under notice-and-access, holders of Class A participating shares ("Class A Voting Shares") will receive a form of proxy or voting instruction form ("VIF") enabling them to vote at the Meeting; however, instead of a paper copy of the Circular, they will receive a notice with information on how to access the Circular and other proxy-related materials online. Holders of Class B non-voting participating shares ("Class B Non-Voting Shares", and together with the Class A Voting Shares, the "Shares") will also receive this notice with information on how to access the Circular and other proxy-related materials online.

Should you wish to receive paper copies of the Circular or proxy-related materials for the Meeting, or if you have any questions about notice-and-access, please contact AST Trust Company (Canada) at 1-888-433-6443 or 416-682-3801 outside of Canada or the U.S. or by e-mail at fulfilment@astfinancial.com. Shareholders will not receive a paper copy of the Circular or these proxy-related materials unless they contact AST Trust Company (Canada) at 1-888-433-6443 or 416-682-3801 outside of Canada or the U.S. or fulfilment@astfinancial.com. The Company estimates that your request for materials will need to be received prior to January 4, 2021 in order for you to receive your paper copies in advance of the deadline for submission of your voting instructions and the date of the Meeting. AST Trust Company (Canada) will mail the materials within three business days of any request(s), provided the request is made prior to the Meeting. All shareholders may also request that paper copies of the Circular or proxy-related materials be mailed to them at no cost for up to one year from the date the Circular was filed on SEDAR.

The solicitation will be primarily by mail, but proxies may also be solicited personally by regular employees of the Company, for which no additional compensation will be paid. The cost of preparing, assembling and distributing this Circular, the Notice of Meeting, the form of proxy or VIF and any other material relating to the Meeting to all registered shareholders and beneficial owners, has been or will be borne by the Company.

Attending the Virtual Meeting

This year, to proactively deal with the unprecedented public health impact of COVID-19 and to mitigate risks to the health and safety of the Company's shareholders, employees, community and other stakeholders, the Company will hold its Meeting in a virtual-only format, which will be conducted via live webcast. Shareholders will have an equal opportunity to join the Meeting online regardless of their geographic location. Shareholders will not be able to physically attend the Meeting.

Holders of Class A Voting Shares have two ways to vote their shares:

- By submitting a proxy or VIF as per instructions indicated; or
- During the Meeting by logging in with their control number and voting by online ballot through the live webcast platform.

See *Appointment of Proxies* below for additional information on completing the form of proxy or VIF.

Registered holders of Class A Voting Shares and duly appointed proxyholders (including non-registered holders of Class A Voting Shares who have duly appointed themselves as proxyholder) that attend the Meeting will be able to attend, participate and vote by completing a ballot online during the Meeting through the live webcast platform at **https://web.lumiagm.com/403867944**. Such persons may enter the Meeting by clicking "I have a control number" and then entering a valid control number and password: "**corus2021**" (case sensitive). Registered shareholders may use the control number located on the form of proxy. Proxyholders must use the control number in the email notification they will receive from AST Trust Company (Canada) after they have been registered with AST Trust Company (Canada). If the control number set out in the form of proxy sent to a registered shareholder is used to log in to the Meeting, any vote cast at the Meeting will revoke any proxy previously submitted. If a shareholder does not wish to revoke a previously submitted proxy, they should not vote during the Meeting or should instead consider logging in as a guest. Proxyholders who have been duly appointed and registered with AST Trust Company (Canada) as described in this Circular will receive a control number by email after the proxy voting deadline has passed.

Guests (including holders of Class B Non-Voting Shares and non-registered holders of Class A Voting Shares who have not duly appointed themselves as proxyholder) can log in to the Meeting by clicking "I am a guest" and completing the online form.

It is a Meeting attendee's responsibility to ensure internet connectivity for the duration of the Meeting and attendees should allow ample time to log in to the Meeting online before it begins.

Distribution to NOBOs

The Company is taking advantage of provisions of National Instrument 54-101 - *Communication with Beneficial Holders of Securities of a Reporting Issuer* ("NI 54-101") that permit it to deliver proxy-related materials directly to you as a non-objecting beneficial holder ("NOBO"). This Circular, together with proxy-related materials, is being sent to both registered and non-registered holders of Shares of the Company. If you are a non-registered shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your Shares have been obtained according to applicable securities regulatory requirements from the intermediary that holds your Shares on your behalf.

By choosing to send these materials to you directly, the Company (not the intermediary) has assumed responsibility for:

i. delivering these materials to you; and

ii. completing your proper voting instructions.

Please return your voting instructions as specified in the VIF that was mailed to you as a NOBO.

Distribution to OBOs

The Company has caused or will cause AST Trust Company (Canada) to deliver copies of its proxy-related Meeting materials to clearing agencies and other intermediaries for onward distributions to objecting beneficial owners (''OBOs''). These intermediaries are required to forward the materials to OBOs unless that OBO has waived its right to receive them. Generally, those OBOs that have not waived the right to receive proxy-related Meeting materials will either:

i. be given a form of proxy that has already been signed by the intermediary as the Registered Shareholder (usually by a stamped fax signature) that is restricted as to the number of Shares owned by that OBO but is otherwise not completed. This form of proxy does not have to be signed by you (as an OBO) but is used to instruct the intermediary on how to vote the Shares. You should properly complete the form of proxy and deposit it with AST Trust Company (Canada) as described in this Circular; **OR**

ii. more typically, be given a VIF that has not been signed by the intermediary but must be properly completed and signed by the OBO and then returned to the intermediary. In Canada, most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (''Broadridge''). Broadridge typically mails a scannable VIF instead of the form of proxy. The VIF will name the same persons as the Company's proxy to represent the OBOs' Shares at the Meeting. As an OBO, you have the right to appoint a person (who does not have to be a Beneficial Shareholder) other than the person designated in the VIF to represent your Shares. The person that you appoint as a proxy may be yourself. To exercise this right, you should insert the name of the designated representative (which could be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile. Alternatively, you can follow specific telephone or other voting procedures to vote the Shares held by you as an OBO. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting.

NOBOs who instead of voting by proxy wish to vote at the Meeting must appoint themselves as proxyholders and register with AST Trust Company (Canada). See instructions on the *Appointment of Proxies* below.

APPOINTMENT OF PROXIES

The persons named in the form of proxy or VIF are officers of the Company and will represent management of the Company at the Meeting. A shareholder desiring to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so either by inserting the name of such other person in the space provided in the form of proxy or VIF, striking out the names of the specified persons and following the instructions set out below. Shareholders who appoint a third-party proxyholder must ensure that such appointee is aware that they have been appointed.

The following applies to shareholders who wish to appoint a third-party proxyholder, including non-registered shareholders who wish to appoint themselves as proxyholder to attend, participate and vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting MUST submit their form of proxy or VIF (as applicable), appointing that third-party proxyholder AND the appointee should then register as described below. Registering of the proxyholder is an additional step to be completed AFTER a VIF or proxy is submitted. Failure to register the proxyholder will result in the proxyholder not receiving a control number that is required for them to vote at the Meeting.

- **Step 1: Submit a completed form of proxy or VIF:** To appoint a third-party proxyholder, insert such person's name in the blank space provided in the form of proxy or VIF and follow the instructions for submitting such proxy or VIF. This must be completed prior to registering such proxyholder, which is an additional step to be completed once the form of proxy or VIF is submitted.
- **Step 2: Proxyholder Registration:** The proxyholder **must** contact AST Trust Company (Canada) at (866) 751-6315 (in North America) or (212) 235-5754 by 4:00 pm (Eastern Time) on January 12, 2021, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time and date of the adjourned or postponed Meeting, and provide AST Trust Company (Canada) with the required proxyholder contact information so that AST Trust Company (Canada) may provide the proxyholder with a control number via email. Without a control number, proxyholders will not be able to vote or ask questions at the Meeting but will be able to participate as a guest.

Non-registered shareholders who wish to vote at the Meeting must insert their own name in the space provided on the VIF provided by the intermediary, follow all of the applicable instructions provided by the intermediary AND register as a proxyholder, as described above. By doing so, such shareholder is instructing their intermediary to appoint the shareholder as proxyholder. It is important to comply with the signature and return instructions provided by the intermediary.

Failure of the proxyholder to register with AST Trust Company (Canada) will result in the proxyholder not receiving a control number, which is required to vote at the Meeting.

Non-registered shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting but will be able to participate as a guest.

Shareholders must deliver or send the completed form of proxy to: Proxy Department, AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario, M1S 0A1.

Alternatively, shareholders may, with the control number listed on the form of proxy, vote online at www.astvotemyproxy.com, by telephone at 1-888-489-5760 (toll-free Canada and U.S.) or by smartphone using the QR code provided. The form of proxy must be received not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment or postponement thereof, but prior to the use of the proxy at the Meeting or an adjournment or postponement thereof.

REVOCATION OF PROXIES

A shareholder who has submitted a proxy or VIF may revoke it at any time insofar as it has not been exercised.

If you are a registered shareholder and have submitted a proxy, a proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by instrument in writing executed by the shareholder or by his or her attorney duly authorized in writing or, if the shareholder is a company, by an officer or attorney thereof duly authorized in writing and deposited with the Company, as the case may be, at any time up to and including the last business day preceding the date of the Meeting or with the Chair of the Meeting on the date of the Meeting prior to the commencement of the Meeting and upon either of such deposits the proxy is revoked. A proxy may also be revoked if a registered shareholder attends the virtual meeting using the control number set out in the form of proxy, or in any other manner permitted by law. If a control number is used to log in to the Meeting, any vote cast at the Meeting will revoke any proxy previously submitted. If a shareholder does not wish to revoke a previously submitted proxy, they should not register at the meeting as a shareholder using the control number set out in the form of proxy and should not vote during the Meeting. In this case shareholders may wish to log in to the Meeting as a guest.

If you are a non-registered shareholder, you should contact your intermediary through which you hold Shares and obtain instructions regarding the procedure for the revocation of any voting instructions that you have previously provided to your intermediary.

VOTING OF PROXY

The management representatives designated in the form of proxy or VIF will vote or withhold from voting the Class A Voting Shares in respect of which they are appointed by proxy on any matter that may be called for in accordance with the instructions of the shareholder as indicated on the proxy or VIF and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Class A Voting Shares will be voted accordingly. **In the absence of such directions, it is intended that such Class A Voting Shares will be voted FOR the adoption of all resolutions referred to in the Notice of Meeting, including the election of directors, the appointment of auditors and the authorization of the directors to fix the remuneration of such auditors.**

The form of proxy or VIF confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If any such amendment, variation or other matter which is not now known should properly come before the Meeting, then the persons named in the form of proxy or VIF will vote on such matters in accordance with their best judgment with respect to the Shares represented by such proxy. See *Appointment of Proxies* above for additional information on completing the form of proxy or VIF.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Only the holders of Class A Voting Shares of record at the close of business on November 23 2020, the record date fixed by the directors of the Company, will be entitled to vote on all matters at the Meeting. Each holder of Class A Voting Shares is entitled to one vote for each such share held. As at November 23, 2020, there were 3,412,392 Class A Voting Shares and 204,954,666 Class B Non-Voting Shares outstanding. The Class B Non-Voting Shares are publicly traded on the Toronto Stock Exchange (the ''TSX'') under the symbol CJR.B.

Voting control of the Company is held by the Shaw Family Living Trust (''SFLT'') and its subsidiaries. The sole trustee of SFLT is a private company controlled by a board comprised of seven directors, including as at November 23, 2020, Heather Shaw, Julie Shaw, three other members of their family and two independent directors. As at November 23, 2020, SFLT and its subsidiaries hold 2,885,530 Class A Voting Shares, representing approximately 85% of the outstanding Class A Voting Shares, for the benefit of descendants of the late JR Shaw and Carol Shaw. The only other person or company, to the knowledge of the Company, its directors or executive officers, who owns beneficially, directly or indirectly, or exercises control or direction over in excess of 10% of any class of the voting securities of the Company is Cathton Investments Ltd., a company controlled by Catherine Roozen, a director of Corus who has determined not to stand for reelection. Cathton Investments Ltd. holds 343,332 Class A Voting Shares, representing approximately 10% of the outstanding Class A Voting Shares.

The Company has been advised that all of such Class A Voting Shares will be voted FOR the adoption of all the resolutions referred to in the Notice of Meeting, including the election of directors, the appointment of auditors and the authorization of the directors to fix such auditors' remuneration.

RESTRICTED SECURITIES

Holders of Class B Non-Voting Shares are not entitled to vote at meetings of shareholders of the Company except as provided by law and will not be entitled to vote on any matter at the Meeting. In certain circumstances (an "Exclusionary Offer" as detailed in the Company's most recently filed Annual Information Form), if a takeover bid is made for the Class A Voting Shares of the Company, exclusive of the Class B Non-Voting Shares, a holder of Class B Non-Voting Shares may, at his or her option, and only for the purpose of such takeover bid, convert any or all Class B Non-Voting Shares then held by such holder into Class A Voting Shares on the basis of one Class A Voting Share for each Class B Non-Voting Share so converted during a specified period of time. Under the Company's Articles of Incorporation, the Company is required to give notice of the occurrence of an event entitling the holders of Class B Non-Voting Shares to exercise such conversion right not later than 14 days prior to the expiry of the period relating to such event.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended August 31, 2020, together with the auditor's report therein and related management's discussion and analysis are included in the Company's 2020 Annual Report, which is available on the Investor Relations section of the Company's website at www.corusent.com, in addition to on the Company's page on SEDAR at www.sedar.com and on www.meetingdocuments.com/ASTca/CJR. The Company's 2020 Annual Report will be placed before the Shareholders at the Meeting. Paper copies of the Company's 2020 Annual Report may also be obtained upon request by writing to the Company at the following address: Corus Entertainment Inc., Corus Quay, 25 Dockside Drive, Toronto, Ontario, M5A 0B5.

ELECTION OF DIRECTORS

PROPOSED NOMINEES

The following are the nominees proposed for election as directors of the Company (each, a "Director Nominee") to hold office until the next Annual Meeting of Shareholders or until their successors are elected or appointed. **Management recommends voting in favour of each nominee. The Shareholders will elect each nominee separately based on a majority of votes cast at the Meeting. Unless specified in a form of proxy that the Class A Voting Shares represented by the proxy shall be voted otherwise, the management representatives designated in the enclosed form of proxy intend to vote FOR the election as directors the proposed nominees whose names are set out below.**

In the event that, prior to the Meeting, any of the nominees listed below decline, or are unable to stand for election as directors, it is intended that discretionary authority shall be exercised to vote the proxy hereby solicited (unless otherwise directed as aforesaid) for the election of any other person or persons as directors. Management is not now aware that any of such nominees would be unwilling or unable to serve as a director if elected.

Table 1 sets out certain information about the Director Nominees and outlines their securities personally held in the Company for the fiscal years ended August 31, 2020 and 2019, including Class A Voting Shares, Class B Non-Voting Shares and Director's Deferred Share Units ("DSUs").

Table 1 — Director Nominees

Fernand Bélisle, BA	Mr. Bélisle is an independent consultant to Canadian broadcast companies. Mr. Bélisle served as Vice Chair (Broadcasting) of the Canadian Radio-television and Telecommunications Commission (CRTC). This followed a series of senior positions at the CRTC and the Department of Communications which is now known as the Department of Canadian Heritage. Mr. Bélisle's business career has included positions with Télémedia Communications Ltd. and in audit and tax specialist roles at Coopers & Lybrand. Mr. Bélisle previously served as a Director of Corus Entertainment Inc. from December, 2003 to February, 2005.
Breckenridge, Quebec, Canada	
	
Director Since: January, 2009	**Public Company Directorships**
Age: 75	—
Independent	

Board/Committee Memberships	**Fiscal 2020 Attendance**			
Board of Directors (Independent Lead Director)	13	of	13	100%
Human Resources and Compensation Committee	4	of	4	100%

Securities Held						
Fiscal Year	**Class A Voting Shares (#)**	**Class B Non-Voting Shares (#)**	**DSUs (#)**	**Total Shares, DSUs (#)**	**Total Shares, DSUs[1] ($)**	**Meets Share Ownership Guidelines**
2020	-	17,257	55,128	72,385	230,908	Yes
2019	-	16,181	36,472	52,653	268,530	Yes

Michael T. Boychuk, FCPA, FCA

Baie d'Urfé, Quebec, Canada

Mr. Boychuk is a corporate director. A chartered professional accountant since 1979, Mr. Boychuk became a Fellow of the Ordre des comptables professionnels agréés du Québec in 2012. From July 2009 until his retirement in June 2015, he was President of Bimcor Inc., the pension fund investment manager for the BCE Inc./Bell Canada group of companies. From 1999 to 2009, he was Senior Vice-President and Treasurer of BCE Inc./ Bell Canada, responsible for all treasury, corporate security as well as environment and sustainability activities, and for the BCE Group of companies' pension plans. Mr. Boychuk is a member of the Board of Governors and Audit Committee of McGill University. He is also a member of the Board of Directors of Laurentian Bank of Canada, GDI Integrated Facility Services Inc., Telesat Inc. and Cadillac Fairview Corporation Limited.

Director Since: January, 2019	**Public Company Directorships**
Age: 65	Laurentian Bank of Canada, GDI Integrated Facility Services Inc.
Independent	

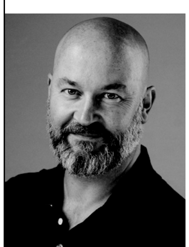
Board/Committee Memberships	**Fiscal 2020 Attendance**			
Board of Directors	13	of	13	100%
Audit Committee	5	of	5	100%
Human Resources and Compensation Committee (January 15, 2020 to present)	2	of	2	100%
Corporate Governance Committee (to January 14, 2020)	2	of	2	100%

Securities Held

Fiscal Year	**Class A Voting Shares (#)**	**Class B Non-Voting Shares (#)**	**DSUs (#)**	**Total Shares, DSUs (#)**	**Total Shares, DSUs[1] ($)**	**Meets Share Ownership Guidelines**
2020	-	1,050	38,816	39,866	127,173	On track to meet within 3 years
2019	-	1,050	12,099	13,149	67,060	On track to meet within 3 years

Alex Carloss, MA

Los Angeles, California, USA



Mr. Carloss is a Principal at N3TWORK Inc., a premier mobile games, media and technology company. He has held leadership posts for more than 25 years with best-in-class media and technology buisnesses. Early in his career, Mr. Carloss held marketing posts at The Walt Disney Company, WarnerMedia, LLC, Electronic Arts Inc. and Metro-Goldwyn-Mayer Studios Inc. At ViacomCBS' Paramount Pictures Corp., he launched and grew the studio's digital distribution division. From 2011 - 2019, he worked for Google, building up YouTube's original programming and partnerships businesses across Entertainment, Sports, News, Family and Gaming verticals, leading initiatives that accelerated YouTube's ecosystem of creators, enterprises, brands and fans around the world. Mr. Carloss holds a Master of Arts from the University of Edinburgh, is a recipient of the Deloitte Award for Innovation in Media and is a member of the Producers Guild of America, British Academy of Film and Television Arts, and Academy of Television Arts and Sciences.

Director Since: March, 2020	**Public Company Directorships**
Age: 52	—
Independent	

Board/Committee Memberships	**Fiscal 2020 Attendance**			
Board of Directors (March 3, 2020 to present)	8	of	8	100%

Securities Held

Fiscal Year	**Class A Voting Shares (#)**	**Class B Non-Voting Shares (#)**	**DSUs (#)**	**Total Shares, DSUs (#)**	**Total Shares, DSUs[1] ($)**	**Meets Share Ownership Guidelines**
2020	-	-	18,968	18,968	60,507	On track to meet within 3 years
2019	-	n/a	n/a	n/a	n/a	n/a

Stephanie Coyles, BComm, MPP, ICD.D	
Toronto, Ontario, Canada	Ms. Coyles is a corporate director. She brings more than 25 years of experience in advanced analytics, digital transformation and marketing across a diverse set of North American retail and consumer-facing companies. Ms. Coyles was Chief Strategic Officer at LoyaltyOne, Co. from 2008 to 2012 and, prior to that, concluded her consulting career of 18 years as a partner at McKinsey & Company where she served clients in the area of advanced analytics, loyalty, consumer marketing and retail. She serves as a director and member of the Audit Committee and the Governance, Nomination and Investment Committee of Sun Life Financial Inc., as well as a director and member of the Audit Committee of Metro Inc. Ms. Coyles is a past director of Postmedia Network Canada Corp. and Hudson's Bay Corp. She holds a Bachelor degree in Commerce from Queen's University and a Master's degree in Public Policy from Harvard University (Kennedy School of Government). Ms. Coyles is a graduate of the Institute of Corporate Directors and completed a CERT certificate in cybersecurity oversight from Carnegie Mellon University.
	
Director Since: March, 2020	**Public Company Directorships**
Age: 53	Sun Life Financial Inc., Metro Inc.
Independent	

Board/Committee Memberships	Fiscal 2020 Attendance			
Board of Directors (March 3, 2020 to present)	8	of	8	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Share Ownership Guidelines
2020	-	20,000	13,772	33,772	107,732	On track to meet within 3 years
2019	-	n/a	n/a	n/a	n/a	n/a

Michael D'Avella, BA	
Calgary, Alberta, Canada	Mr. D'Avella served most recently as Senior Vice President of Planning for Shaw Communications Inc. ("Shaw") until his retirement in September 2013. During his 22 years at Shaw, Mr. D'Avella was involved in every aspect of Shaw's business strategy, growth, acquisitions, new product and service launches and technology planning. He has over 30 years of experience in the Canadian communications industry and has extensive knowledge of the regulatory and public policy environment in Canada. Mr. D'Avella led Shaw's programming and content licensing negotiations including the licensing of content for a variety of delivery platforms. In 2008, Mr. D'Avella led Shaw's successful acquisition of Advanced Wireless Services spectrum and the overall development of Shaw's wireless strategy. Mr. D'Avella has served as a Director on several public and private companies including Terayon Communications Systems, GT Group Telecom, and Canadian Satellite Communications (Cancom). Mr. D'Avella graduated from St. Michael's College (the University of Toronto) with a BA (Hons.).
	
Director Since: April, 2016	**Public Company Directorships**
Age: 62	—
Independent	

Board/Committee Memberships	Fiscal 2020 Attendance			
Board of Directors	13	of	13	100%
Audit Committee	5	of	5	100%
Corporate Governance Committee (January 15, 2020 to present)	2	of	2	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Share Ownership Guidelines
2020	-	70,000	35,401	105,401	336,228	Yes
2019	-	70,000	18,757	88,757	452,661	Yes

Sameer Deen, BComm

Bay Harbour Islands, Florida, USA

Mr. Deen is Chief Digital Officer at Univision Communications Inc. He is a seasoned executive with extensive experience in digital content and corporate strategy. Mr. Deen is responsible for establishing and leading the worldwide digital strategy as Univision reaches new audiences by enhancing the user experience across digital and mobile portfolios, expanding digital offerings and maximizing digital-linear TV integration. Prior to this, Mr. Deen spent nine years working with Scripps Networks Interactive, Inc. (SNI) in a variety of senior positions starting in Corporate Development before broadening his remit to include digital as Senior Vice President of Corporate Development, Multiplatform Distribution and Strategy where he led digital video distribution efforts. Mr. Deen is a member of the Board of Directors of Publishers Clearing House. Mr. Deen holds a Bachelor's degree in Commerce, with distinction, from McGill University.

Director Since: March, 2020

Age: 46

Independent

Public Company Directorships

—

Board/Committee Memberships	**Fiscal 2020 Attendance**			
Board of Directors (March 3, 2020 to present)	8	of	8	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Share Ownership Guidelines
2020	-	-	18,849	18,849	60,129	On track to meet within 3 years
2019	-	n/a	n/a	n/a	n/a	n/a

Mark Hollinger, BA, J.D.

Washington, DC, USA

Mr. Hollinger was an executive at Discovery, Inc. for 24 years, serving as the President and CEO of Discovery Networks International, Chief Operating Officer, General Counsel and head of international business development. Mr. Hollinger serves on the boards of Impact(ed) International, a non-profit focused on media-based educational opportunities in developing countries, and Discovery Education. Prior to joining Discovery, Mr. Hollinger practiced entertainment law at the New York law firm Paul, Weiss, Rifkind, Wharton & Garrison. Mr. Hollinger is a graduate of Colgate University and obtained his law degree from the Yale Law School.

Director Since: July, 2014

Age: 61

Independent

Public Company Directorships

—

Board/Committee Memberships	**Fiscal 2020 Attendance**			
Board of Directors	13	of	13	100%
Corporate Governance Committee (Chair)	4	of	4	100%
Audit Committee	5	of	5	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Share Ownership Guidelines
2020	-	43,245	21,757	65,002	207,356	Yes
2019	-	23,245	-	23,245	86,007	Yes

Barry L. James, B. Comm, FCPA, FCA, ICD.D

Edmonton, Alberta, Canada

Mr. James is President of Barry L. James Advisory Services Ltd., a private consulting firm. Mr. James was a partner of PricewaterhouseCoopers and retired after 36 years with the firm. He became a partner in the tax practice in 1989 and subsequently became a partner in the audit group. Mr. James was Office Managing Partner in Edmonton for 10 years, from 2001 to 2011. A chartered professional accountant since 1983, Mr. James became a Fellow of the Chartered Professional Accountants Alberta in 2007. Currently, Mr. James is Vice Chair of the Board of Directors, Chair of the Audit Committee and a member of the Risk Committee of ATB Financial as well as a member of the Board of Directors and Chair of the Audit Committee of AutoCanada Inc. Mr. James was previously Chair of the Provincial Audit Committee of the Government of Alberta. Mr. James is a graduate of the University of Alberta School of Business.

Director Since: January, 2014

Age: 62

Independent

Public Company Directorships

AutoCanada Inc.

Board/Committee Memberships	Fiscal 2020 Attendance			
Board of Directors	13	of	13	100%
Audit Committee (Chair)	5	of	5	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Share Ownership Guidelines
2020	-	16,555	16,132	32,687	104,272	Yes
2019	-	16,555	-	16,555	84,431	Yes

Doug Murphy, HBA, MBA

Toronto, Ontario, Canada

Mr. Murphy is President and Chief Executive Officer of Corus. He joined Corus in 2003 as Executive Vice President, Nelvana Enterprises and held numerous senior management positions at the Company before his appointment to President and CEO in March, 2015. Before joining Corus, Mr. Murphy spent ten years with The Walt Disney Company in a variety of senior executive positions in Canada, the United States and Japan. Mr. Murphy is a member of the Business Council of Canada. He holds an MBA from the Harvard Business School and an HBA from the Ivey Business School, University of Western Ontario.

Director Since: April, 2015

Age: 57

Non-Independent

Public Company Directorships

—

Board/Committee Memberships	Fiscal 2020 Attendance			
Board of Directors	13	of	13	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs[2] (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Share Ownership Guidelines
2020	2,000	238,800	644,588	885,388	2,824,386	Yes
2019	2,000	161,296	503,219	666,515	3,399,227	Yes

Heather A. Shaw, BComm, MBA	Ms. Shaw is the Executive Chair of Corus and has held the position since its inception in September 1999. Ms. Shaw holds a Bachelor of Commerce degree from the University of Alberta and an MBA from the Ivey Business School, University of Western Ontario. Ms. Shaw is a Director of several private companies and past Director of Shaw Communications Inc. and Shawcor Ltd. Ms. Shaw is a Director of Shaw Family Foundation, a philanthropic organization founded in 1970. Ms. Shaw is the founder and Managing Director of The Shawana Foundation, a Calgary-based philanthropic organization.
Calgary, Alberta, Canada	
	
Director Since: September, 1999	**Public Company Directorships**
Age: 61	—
Non-Independent	

Board/Committee Memberships	**Fiscal 2020 Attendance**			
Board of Directors (Chair)	13	of	13	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs[2] (#)	Total Shares, DSUs[3] (#)	Total Shares, DSUs[1][3] ($)	Meets Share Ownership Guidelines
2020	4,000	4,299,882	403,226	4,706,308	11,666,918	Yes
2019	4,000	3,299,882	377,141	3,681,023	18,773,217	Yes

Julie M. Shaw, BSD, ICD.D	Ms. Shaw is the Vice Chair of Corus and has held the position since April 2008. Ms. Shaw is a graduate of the Institute of Corporate Directors and holds a Bachelor of Design Science degree from Arizona State University. Ms. Shaw is a Director and President of Shaw Family Foundation, also sitting on its Investment Committee. Shaw Family Foundation is a philanthropic organization founded in 1970. Ms. Shaw is the founder and Managing Director of The Jules Foundation, a Calgary-based philanthropic organization.
Calgary, Alberta, Canada	
	
Director Since: September, 1999	**Public Company Directorships**
Age: 59	—
Non-Independent	

Board/Committee Memberships	**Fiscal 2020 Attendance**			
Board of Directors (Vice-Chair)	12	of	13	92%
Corporate Governance Committee	4	of	4	100%

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs (#)	Total Shares, DSUs[4] (#)	Total Shares, DSUs[1][4] ($)	Meets Share Ownership Guidelines
2020	4,800	2,169,776	49,275	2,223,851	4,349,324	Yes
2019	4,800	2,169,573	28,156	2,202,529	11,232,898	Yes

(1) The total value of the Shares and DSUs held in fiscal 2020 is calculated based on the TSX closing share price of $3.19 as at August 31, 2020 and in fiscal 2019 is calculated based on the TSX closing share price of $5.10 as at August 31, 2019.

(2) Includes Senior Management DSUs held by Mr. Murphy and Ms. H. Shaw as NEOs under the Company's Long-Term Incentive Plan and Mr. Murphy's special DSU grants from fiscal 2011 and 2010. For Mr. Murphy, also includes DSUs held by him as a result of the allocation of a portion of the NEO's annual Short-Term incentives paid in fiscal 2008 pursuant to the Directors' DSU Plan as permitted under the terms of the Plan.

(3) Heather A. Shaw beneficially owns, directly or indirectly, or exercises control or direction over 3,200 Class A Voting Shares and 3,251,715 Class B Non-Voting Shares. Shaw Family Living Trust and its subsidiaries, associates of Ms. H. Shaw, exercise control or direction over 800 Class A Voting Shares and 1,048,167 Class B Non-Voting Shares. Ms. H. Shaw does not beneficially own, directly or indirectly, or exercise control or direction over, such shares. The equity value of Ms. H. Shaw's holdings in fiscal 2020 excludes 800 Class A Shares and 1,048,167 Class B Non-Voting Shares over which Shaw Family Living Trust exercises control or direction. This information is included solely to provide additional disclosure to shareholders.

(4) Julie M. Shaw beneficially owns, directly or indirectly, or exercises control or direction over 2,400 Class A Voting Shares and 1,311,749 Class B Non-Voting Shares. Shaw Family Living Trust and its subsidiaries, associates of Ms. J. Shaw, exercise control or direction over 2,400 Class A Voting Shares and 858,027 Class B Non-Voting Shares. Ms. J. Shaw does not beneficially own, directly or indirectly, or exercise control or direction over, such shares. The equity value of Ms. J. Shaw's holdings in fiscal 2020 excludes 2,400 Class A Shares and 858,027 Class B Non-Voting Shares over which Shaw Family Living Trust exercises control or direction. This information is included solely to provide additional disclosure to shareholders.

DIRECTOR NOMINEES — SKILLS AND EXPERIENCE MATRIX

The Company maintains a skills matrix for its Directors, with the goal of ensuring that key areas of expertise are represented on its board of directors ("Board"), both for current and future members. The current composition of skills and experience for the Company's Director Nominees is as follows:

Board of Directors: Skills and Experience Matrix	Number of Directors with Experience (out of 11)
Enterprise Management — experience as a President or CEO leading an organization.	8
Business Development / M&A / Strategic Planning — management or executive experience with responsibility for identifying value creation opportunities.	11
Financial Literacy — ability to critically read and analyze financial statements.	11
Financial Expertise — executive experience in finance or accounting, or professional certification in accounting, or other comparable experience that results in financial sophistication.	5
Corporate Governance — understanding of the requirements of good corporate governance, usually gained through experience as a senior executive officer or a board member of a public organization.	11
Change Management — experience leading a major organizational change or managing a significant merger.	9
Operations — management or executive experience with IT, entertainment or media companies.	10
Health, Safety & Environment Management — understanding of the regulatory environment surrounding workplace health, safety, environment and social responsibility.	2
Global Experience — management or executive experience in a multi-national organization, providing an understanding of the challenges faced in a different cultural, political or regulatory environment.	9
Human Resources — management or executive experience with responsibility for human resources and compensation.	7
Risk Evaluation — management or executive experience in evaluating and managing the variety of risks faced by an organization.	10
Legal and Regulatory — direct experience in the regulatory environment, for example, with CRTC, OSC, SEC or other such regulated environments which require an understanding of public administration regulation and policy. Member of a provincial or state bar.	6
Sales and Marketing — senior executive experience in the advertising or marketing sector.	5

COMMITMENT TO DIVERSITY

Diversity and Inclusion Mission and Vision

The Company's diversity and inclusion approach is built on a mission *to value and actively involve the full range of what makes people unique, in order to create a strong and innovative company where amazing people thrive*.

More specifically, the Company strives to become:

- A group of people that is as diverse as the communities in which we operate, and the audiences we serve;
- A place where people have full opportunity to show their value and develop their potential; and
- A culture where we stand up for each other and actively work to challenge our biases and assumptions.

The Company's broadcasting assets in radio and television are federally regulated by statute and by related policies governing on air depiction and employment diversity.

In support of the Company's diversity and inclusion mission and vision, Corus introduced a new diversity and inclusion approach in fiscal 2019, with input from Diversity and Inclusion Council members across the country, and endorsed and championed by the Executive Leadership Team.

This builds on a strong track record of creating a diverse workforce and inclusive work environment, both at the Board level and throughout the organization, as well as the Company's commitment to engage highly qualified employees with a diverse set of skills, experience and expertise. Additionally, it supplements the existing policies in place and the senior executives responsible for ensuring that these policies are applied effectively across the organization.

Diversity and Inclusion Council

The Diversity and Inclusion Council is comprised of Corus employees from different lived experiences across the business and country, in news and sales, legal and production, technology and operations.

The Diversity and Inclusion Council provides feedback and ideas about diversity and inclusion priorities, monitors the implementation of the triennial Employment Equity Plan and the diversity and inclusion action plan, and may review and provide input for planned messages to the Company.

Diversity and Inclusion Initiatives in Fiscal 2020

In fiscal 2020, a Diversity and Inclusion Lead was hired to develop and execute a diversity and inclusion action plan in collaboration with senior leadership, the Diversity and Inclusion Council, and the People and Communications team.

The Company initiated regular updates to the Board to share objectives and plans related to diversity and inclusion, and sought feedback on future approaches.

The Company set and communicated, both internally and externally, a series of new commitments related to diversity and inclusion, including:

- Signing the BlackNorth Initiative CEO pledge to express the Company's commitment to the removal of systemic barriers negatively affecting the lives of Black Canadians;
- Developing an action plan at Nelvana to ensure the Black community is represented in the Company's kids content;
- Committing to a series of actions to increase diverse representation at Global News; and
- Joining the BIPOC TV & Film's HireBIPOC Initiative to support the hiring of more BIPOC creatives and crews when greenlighting original productions.

The Company refreshed its approach to talent attraction and recruitment, in order to increase both effectiveness and efficiency, by creating a Talent Attraction/Recruitment team and hiring two dedicated Recruitment Specialists. To further support leaders with the goal of creating the best possible outcomes, a full suite of tools and resources has also been developed in partnership with a Diversity and Inclusion Council working group.

The Company developed and delivered a presentation called "Addressing Anti-Black Racism", with the objectives of better understanding anti-Black racism, learning from the lived experiences of Black persons and Black employees, and creating an inclusive environment for Black employees.

The Company engaged the services of an external firm with deep experience in organizational intercultural competence, to conduct a systemic review to identify barriers to inclusion for Black, Indigenous and other racialized employees. The objective of this external expert assessment was to help the Company focus on the highest impact areas for change, to ensure that the Company can tackle systemic barriers in the most meaningful way. This fulsome review included:

- A company-wide equity, diversity and inclusion (EDI) survey of the Company's workforce
- An examination of the Company's written policies and practices
- An assessment of leaders' intercultural competency

Creating a New Path Forward

Following the systemic review, the Company established the framework to create a new path forward under the leadership of a new Head of Diversity and Inclusion hired in early fiscal 2021 and reporting to the CEO. A refreshed diversity and inclusion action plan includes:

- Quarterly updates to the Board, with an enhanced monitoring framework;
- Expanded self-identification data collection;
- Inclusion training for all leaders and employees, including anti-racism education and awareness of bias;
- Performance metrics linked to meeting both diversity and inclusion goals;
- Hiring and promotion diversity targets;
- Increased consideration for under-represented groups in succession planning for leadership roles;
- Proactive recruiting and sourcing of persons from underrepresented groups;
- Expanded network of community stakeholders and partners; and
- Internal policy alignment to explicit diversity and inclusion goals and targets.

The diversity and inclusion action plan was shared both internally at the Company and externally on the Company's corporate website, and the Company is committed to sharing information on a go-forward basis as they implement the plan.

Board Diversity

The Corporate Governance Committee has the mandate to recommend new candidates for the Board and conducts an annual review of the composition, size, structure and expertise required by the Board and its Committees, taking into consideration age, racial backgrounds, geography and the level of representation of women, visible minorities, persons from aboriginal groups and persons with disabilities (collectively, “designated groups”) on the Board. In identifying candidates for election or appointment to the Board, the Corporate Governance Committee follows its policies, recognizes the benefits of diversity and carefully considers all aspects of the candidates’ qualifications to ensure the needs of the Board and its Committees are fulfilled. The candidates must demonstrate noteworthy accomplishments in their business or professional careers, and significant experience and ability in those areas of business expertise identified by the Corporate Governance Committee as required to meet the objectives of its diverse Board skills matrix. The Board has a written policy in place but has not set targets for the specific identification and nomination of directors from designated groups. In addition, the Company is developing a set of key metrics for measuring the effectiveness of this policy. Processes that are currently in place have successfully encouraged strong historical representation of women on the Company’s Board and in fiscal 2021, the Company plans to re-examine its processes with respect to all designated groups as part of its overall Diversity and Inclusion approach. The Executive Chair and Vice Chair of the Board, as well as the Chair of the Human Resources and Compensation Committee are women, contributing to 33% representation of women on the current Board, or four of the twelve directors at August 31, 2020, while women represent 27% or three of the eleven Director Nominees. In fiscal 2020, one director from a visible minority was appointed to the Board, representing 9% or one of the eleven Director Nominees. At present, the Company does not have representation from aboriginal groups or persons with disabilities. The Board has not adopted formal term limits for Board members as the Company is family controlled, but aims to ensure that there is an appropriate balance of longer-term, experienced directors who have in-depth knowledge of the business and newer directors who can bring fresh ideas and perspectives to the stewardship of the Company. The Board believes that this philosophy is more effective than term limits as it ensures there is continuity from strong long-term contributors while at the same time providing a mechanism for Board renewal. For fiscal 2021, the term length of the Director Nominees represents a strong mix of tenure and experience:

- Three directors have served on the Board for less than one year;
- One director has served on the Board for one to three years;
- Four directors have served on the Board for four to seven years; and
- Three directors have served on the Board for more than seven years.

The Corporate Governance Committee assesses the need for new directors during its annual review and may retain any such external director recruitment firm it deems appropriate to assist in fulfilling its objectives. Candidates undergo a rigorous interview process with the Executive Chair, the Chair of the Corporate Governance Committee and other stakeholders to ensure that only the most qualified candidate that can fulfil the Board’s needs is engaged.

Management Diversity

The Company is federally regulated and has a long-standing program in place to promote diversity at the executive officer level, with a renewed focus on the representation of designated groups. This program is grounded in the Company’s policies such as the Respect in the Workplace Policy, the Code of Business Conduct and the Diversity and Inclusiveness guidelines, and has encouraged diversity in the workforce, particularly with respect to the development and recruitment of women for executive officer positions. In fiscal 2021, the Company will undertake a comprehensive review of its practices to encourage the development and recruitment of all designated groups and at present, has not adopted a formal target in this regard, although the level of representation of designated groups in executive officer positions is considered when making executive officer appointments. As at August 31, 2020, one of eight members of the Executive Leadership Team was a woman, as was the Executive Chair, for a total of 22% women at the executive officer level, with no representation of visible minorities, aboriginal groups or persons with disabilities. As at November 23, 2020, two of nine members of the Executive Leadership Team were women, as was the Executive Chair, for a total of 30% women at the executive officer level, with one being a member of a visible minority. At the senior leadership level, 47% of these employees were women, 6% were from a visible minority, 3% were persons with disabilities and there were no persons from aboriginal groups at August 31, 2020. Corus has two major subsidiaries, Corus Media Holdings Inc. and Corus Sales Inc., which apply the same principles as outlined above. As at August 31, 2020, 33% or one of three directors and 33% or two of six members of senior management of both Corus Media Holdings Inc. and Corus Sales Inc. were women, with no representation of visible minorities, persons from aboriginal groups or persons with disabilities.

Initiatives in place to promote diversity within the Company and the advancement of designated groups, both internally and externally, are as follows:

- The Company has a rigorous annual succession planning process, with emphasis on the most senior levels and a focus on diversity, which identifies high potential candidates and their development needs. This ensures that there is a strong pool of internal candidates with ongoing opportunities for career growth. The key metrics which are monitored include the number of designated groups in senior level roles and in the high-potential development pipeline.
- Recruitment practices set an expectation for a diverse slate of qualified candidates, including designated groups.

- The Company has leadership programs in place for high potential leaders, including designated groups at various career stages. In fiscal 2020, the Company had in place an ''Accelerator'' program for high potential employees at the early stage of their career, a "Connectors" program for high performing management and a "Peer Mentorship" program designed to facilitate the professional development of Corus employees.
- In fiscal 2020, the Company introduced a new coaching program to support leadership development and the career progress of persons from under-represented groups. The first year pilot program was focused on a cohort of women in senior management, and will be expanded to other groups in fiscal 2021.
- The Company maintains an ongoing Job Evaluation Program which illustrates Corus' commitment to the principles of pay equity.

The Company has been recognized nine times, most recently in 2019, as one of Canada's Best Diversity Employers by Mediacorp Canada Inc., a testament to its strong track record in this area.

The Company also sponsors a number of diversity initiatives which include:

- *The Banff World Media Festival* - The Company sponsors the Corus Writer's Apprentice Program which provides five recipients an opportunity to intern in the writer's room of a Canadian series in production in addition to exclusive opportunities to meet with production executives and network at the Festival. In 2020, the writer outreach was focused on individuals from underrepresented groups. In addition, Corus jointly hosts a *Global Women of Power Luncheon* with A+E Networks, which includes a diverse panel of women leaders discussing the challenges and opportunities facing women in the media industry.
- *Halifax Black Film Festival* – Global News proudly supports the Halifax Black Film Festival each year and in 2020, the Young, Gifted & Black initiative was launched inviting high school students from across Nova Scotia to create a two-minute short film showcasing their talent as young and independent filmmakers.
- *Journalists for Human Rights* – Global News has been a long-time supporter of Journalists for Human Rights ("JHR"), Canada's leading media development organization that trains journalists to report on human rights and governance issues in their communities. Corus' EVP, Broadcast Networks, which includes Global News and Corus Radio, is a JHR Ambassador.
- *Toronto Black Film Festival* – Global News is a proud supporter of the annual Toronto Black Film Festival that showcases films from African, Caribbean, African American and Black Canadian creators.
- *University of King's College* – Recognizing the need for diversity in newsrooms and amongst journalists, the Global News Award is given to a King's journalism student who is African Canadian with preference given to an African Nova Scotian applicant.
- *Women in Communications & Technology* ("WCT") – Corus sponsors the Corus Mentorship program, which is designed to help women advance to senior roles within the communications and technology professions. The Company also facilitates webinars in conjunction with WCT that focus on the value and importance of membership to its community of members.
- *Women in Film & Television – Toronto* – The Company sponsors the Corus Media Management Accelerator program, which is designed for screen-based professionals and entrepreneurs with less than five years of management experience. Developed in conjunction with the G. Raymond Chang School of Business at Ryerson University, this program focuses on essential management principles required for future leaders.
- *Ivey Business School* – The Company is committed to the career progression of women of all backgrounds through its support of the Corus Entertainment Chair in ''Women in Management'' at the Ivey Business School at the University of Western Ontario.
- *Indspire's Building Brighter Futures Program* – Corus funds bursaries for indigenous students pursuing their post-secondary education within Canada and also provides an internship opportunity to a student pursuing a career in media and broadcasting.

SHARE OWNERSHIP GUIDELINE

Directors are required to meet the Company's share ownership threshold, to be attained within three years of the date of their appointment as a Director, equal in value to three times the annual Directors' retainer. The share ownership threshold value is to be calculated at the higher of the current share price or the cost base of the Company's shares. The share ownership threshold is to be retained thereafter during such Director's term and may be revised by a change in the amount of the annual Director's retainer. In the event that the retainer is increased so that the threshold is not met, the Director is to acquire additional shares within one year.

Information as to shares beneficially owned by each Director Nominee or over which each Director Nominee exercises control or direction, directly or indirectly, not being within the Company's knowledge, has been furnished by the respective Director Nominees individually.

INTERLOCKING DIRECTORSHIPS

As at November 23, 2020, no directors served together on the board of directors of other publicly traded companies.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

To the knowledge of the Company and based upon information furnished to it by the proposed Director Nominee, no Director Nominee is or has been, within the 10 years before the date of this Circular, a director, a chief executive officer or a chief financial officer of any company that, (a) was subject to an order that was issued while the Director Nominee was acting in that capacity; or (b) was subject to an order that was issued after the Director Nominee ceased to be acting in such capacity and which resulted from an event which occurred while the director or executive officer was acting in such capacity.

To the knowledge of the Company and based upon information furnished to it by the proposed Director Nominee, no Director Nominee is or has been, within the 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder, with the following exceptions: Mr. Douglas Murphy, until November 9, 2015, was a director of Danier Leather Inc., which on February 4, 2016 commenced insolvency proceedings under the *Bankruptcy and Insolvency Act (Canada)* (the "**BIA**") and on March 21, 2016, made an assignment in bankruptcy pursuant to the provisions of the BIA. Mr. Michael Boychuk was a director of Yellow Media Inc., when the corporation announced a recapitalization on July 23, 2012. The recapitalization was implemented and became effective on December 20, 2012 and was implemented in accordance with a court-approved plan of arrangement under the *Canada Business Corporations Act* (the "**CBCA**"). Ms. Stephanie Coyles was a director of Postmedia Network Canada Corp. while it completed a restructuring following a plan of arrangement under the CBCA in 2016. Ms. Coyles is no longer a director of Postmedia Network Canada Corp.

To the knowledge of the Company and based upon information furnished to it by the proposed Director Nominee, no Director Nominee has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

APPOINTMENT AND REMUNERATION OF AUDITORS

Management has nominated Ernst & Young LLP, Chartered Accountants, the Company's present auditors, as the auditors of the Company to hold office until the close of the next Annual Meeting of Shareholders. Ernst & Young LLP have been the auditors of the Company since its inception and no portion of their annual fees are for consulting services. **It is intended that on any vote that may be called for relating to the appointment of auditors, the Class A Voting Shares represented by proxies in favour of management nominees will be voted FOR the appointment of Ernst & Young LLP as auditors of the Company to hold office until the next Annual Meeting of Shareholders, unless authority to do so is withheld.**

Information on the Company's auditors can also be found in the ''*Audit Committee*'' section of the Company's most recently filed Annual Information Form.

PRINCIPAL ACCOUNTING FEES AND SERVICES — INDEPENDENT AUDITORS

Fees payable to the Company's independent auditor, Ernst & Young LLP, for the years ended August 31, 2020 and 2019 totaled $1,976,913 and $2,214,066, respectively, as detailed in the following table:

Year Ended August 31	2020	2019
Audit Fees	$1,822,500	$2,016,000
Audit-Related Fees	$118,000	$108,000
Tax Fees	$36,413	$90,066
All Other Fees	$ —	$ —
Total	**$1,976,913**	**$2,214,066**

The nature of the services provided by Ernst & Young LLP under each of the categories indicated in the table is described below:

Audit Fees

Audit fees were for professional services rendered by Ernst & Young LLP for the audit of the Company's annual consolidated financial statements and services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

Audit-related fees were for assurance and related services reasonably related to the performance of the audit of the statutory financial statements for certain of the Company's subsidiaries and are not reported under ''Audit Fees'' above.

Tax Fees

Tax fees were for tax compliance, tax advice and tax-planning professional services. These services consisted of tax planning and advisory services relating to common forms of domestic and international taxation as well as assistance with various tax audit matters.

All Other Fees

Fees disclosed in the table on this page under the item ''all other fees'' represent products and services other than the audit fees, audit-related fees and tax fees described above, including transaction-related services.

The Company's Audit Committee has implemented a policy restricting the services that may be provided by the auditors and the fees paid to the auditors. Prior to the engagement of the auditors, the Audit Committee pre-approves the provision of the service. In making their determination regarding non-audit services, the Audit Committee considers the compliance with the policy and the provision of non-audit services in the context of avoiding impact on auditor independence. Each quarter, the Audit Committee reviews the non-audit services performed by the auditors on a year-to-date basis, and any proposed assignments' pre-approval, if appropriate.

Auditor Assessment

Each year the Audit Committee performs an assessment of the performance of Ernst & Young LLP as part of their reappointment recommendation. In assessing their performance, the Committee is focused on three key areas:

- Independence, objectivity and professional skepticism
- Quality of the engagement team
- Quality of communication and interaction with the external auditors

The assessment process includes interviews with all Audit Committee members and senior management of the Company, to ensure that service quality levels and areas of audit focus meet with the expectations of the Audit Committee.

In addition, the Audit Committee meets quarterly with the external and internal auditors and Management to ensure that appropriate audit quality and timeliness of reporting is maintained on a consistent basis.

As a result of this assessment process, the Audit Committee has recommended the reappointment of Ernst & Young LLP as the auditors of the Company.

For more information about the Audit Committee as required by Part 5 of National Instrument 52-110 - *Audit Committees*, see "Audit Committee" in the Annual Information Form dated November 23, 2020 of the Company (the "**Annual Information Form**") which is available on SEDAR at www.sedar.com.

SHAREHOLDER PROPOSALS

There were no proposals brought forward by shareholders of Corus Entertainment Inc. for consideration at the Meeting.

COMPENSATION

DIRECTOR COMPENSATION

The Corporate Governance Committee (the ''CG Committee'') is responsible for reviewing and recommending the level of non-executive director compensation to the Board for approval, generally on a biennial basis.

The CG Committee ensures director remuneration is reflective of the responsibilities and time commitment required, competitive with the Company's peer group, and sufficient to attract and retain qualified directors. The CG Committee reviews publicly disclosed compensation and general trends, as well as average director compensation of corporations with similar market capitalization from third party compensation surveys, but does not use a specific benchmark as a guideline.

In fiscal 2020, the CG Committee conducted a review of director's compensation with no changes recommended. In October 2020, the CG Committee conducted a review of director's compensation based on the same peer group that is used for benchmarking the Company's executive level compensation. See ''*Compensation Benchmarking*'' on page 32 for further details on the benchmarking peer group. The comprehensive benchmarking peer group analysis which was considered by the CG Committee took into account general trends from third party compensation surveys and such other criteria as it deemed appropriate. It was determined that there would be no changes to the fee schedule in fiscal 2021 as a result of this review.

Table 2 — Director Compensation Schedule for Non-Executive Directors in Fiscal 2020 and Fiscal 2021

Retainers and Fees	Fiscal 2020 Fee Schedule	Fiscal 2021 Fee Schedule
Annual Board Retainer (all Directors)	$50,000	$50,000
Independent Lead Director / Vice-Chair Retainer	$10,000	$10,000
Audit Committee Chair Retainer	$15,000	$15,000
Corporate Governance Committee Chair Retainer	$8,500	$8,500
Human Resources and Compensation Committee Chair Retainer	$15,000	$15,000
Board/Committee Meeting Attendance Fixed Annual Fee (all Directors)	$25,000	$25,000
Committee Member Retainer	$5,000	$5,000
DSU top-up on any portion of the Annual Board Retainer which a director elects to have paid in the form of DSUs (up to a maximum of 25% of the value of the Annual Board Retainer)	Up to $12,500	Up to $12,500
Note: Directors may elect to receive their compensation in the form of DSUs, cash or a combination of the two		

The Company does not set aside funds for pension benefits or health costs and there are no retirement plans, mandatory retirement requirements or term limits in place for its non-executive directors. Furthermore, the Company does not provide compensation by way of options or non-equity incentive plans to its non-executive directors.

Directors' Deferred Share Unit Plan

On July 26, 2001, the Board adopted a Deferred Share Unit Plan for the directors of the Company (the "Directors' DSU Plan"), effective September 1, 2001. The purpose of the Directors' DSU Plan is to promote a greater alignment of interests between the individual directors and the shareholders of the Company.

Each director may elect to have his or her annual retainer(s) and attendance fees paid entirely in cash or up to 100% paid in DSUs under the terms of the Directors' DSU Plan. Effective September 1, 2010, directors are eligible to receive a top-up of up to 25% of the value of the portion of their annual board retainer they elect to be paid in DSUs in the form of additional DSUs; an incentive designed to promote greater DSU ownership.

DSUs are accumulated on a quarterly basis by directors who participate in the Directors' DSU Plan. The number of DSUs that a director is entitled to receive in any particular quarter is based upon the percentage that the director has elected to receive in DSUs multiplied by one quarter of such director's annual retainer(s), meeting attendance fees plus DSU top up, as applicable for the quarter, divided by the closing price on the TSX of the Class B Non-Voting Shares on the last trading day of the fiscal quarter. The value of a DSU when converted to cash is equivalent to the closing market value of the Company's Class B Non-Voting Shares on the TSX on the date of redemption. DSUs accrue notional dividends in the form of additional DSUs at the same rate as dividends on the Company's Class B Non-Voting Shares as if they were enrolled in the Dividend Reinvestment Plan (''DRIP''). The DSUs are redeemable in cash only upon the director ceasing to be a member of the Board, an employee, and/or an officer of the Company and its affiliates. In fiscal 2020, all eligible directors were enrolled in the Directors' DSU Plan and received either a portion of, or all compensation, in DSUs.

Table 3 — Summary of Board and Committee Meetings for Directors in Fiscal 2020

Board / Committee Meetings	Number of Meetings Held	In-Camera Sessions Held
Board	13	5
Board — Independent Directors	4	n/a
Audit Committee	5	4
Corporate Governance Committee	4	4
Executive Committee	—	n/a
Human Resources and Compensation Committee	4	4
Total Number of Meetings Held	**30**	**17**

Table 4a — Directors' Compensation for Fiscal 2020

Director Name[(1)]	Fees Received in Cash	Share-Based Awards — Fees Received in DSUs[(2)]	Option-Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total
Fernand Bélisle	$45,000	$51,250	$ —	$ —	$ —	$ —	$96,250
Michael Boychuk	$ —	$97,500	$ —	$ —	$ —	$ —	$97,500
Alex Carloss[(3)]	$ —	$58,658	$ —	$ —	$ —	$ —	$58,658
Stephanie Coyles	$ —	$43,750	$ —	$ —	$ —	$ —	$43,750
Michael D'Avella	$40,000	$48,750	$ —	$ —	$ —	$ —	$88,750
Sameer Deen[(3)]	$ —	$58,658	$ —	$ —	$ —	$ —	$58,658
John Frascotti[(3)]	$ —	$61,744	$ —	$ —	$ —	$ —	$61,744
Mark Hollinger[(3)]	$58,560	$67,708	$ —	$ —	$ —	$ —	$126,268
Barry James	$45,000	$51,250	$ —	$ —	$ —	$ —	$96,250
Catherine Roozen	$ —	$102,500	$ —	$ —	$ —	$ —	$102,500
Julie Shaw	$33,750	$65,313	$ —	$ —	$ —	$ —	$99,063
Total	**$222,310**	**$707,081**	**$ —**	**$ —**	**$ —**	**$ —**	**$929,391**

(1) Mr. Murphy and Ms. H. Shaw are officers of the Company and receive no compensation for serving on the Board. Mr. Frascotti did not stand for re-election to the Board at the Company's Annual Meeting of Shareholders on January 15, 2020. Mr. Carloss, Ms. Coyles, and Mr. Deen were appointed to the Board on March 3, 2020.

(2) Directors may elect to receive up to 100% of their remuneration in DSUs and are eligible to receive a top-up of up to 25% of the value of the portion of their Annual Board Retainer they elect to be paid in DSUs in the form of additional DSUs. The DSUs are credited to a director's DSU account based on the TSX closing price of the Class B Non-Voting Shares on the payment date. The amount shown reflects the aggregate of the amounts credited to DSU accounts, as applicable, on the dates for payment of directors' fees during fiscal 2020.

(3) Compensation for Mr. Carloss, Mr. Deen, Mr. Frascotti and Mr. Hollinger, residents of the U.S., is payable in U.S. dollars and has been translated into Canadian dollars based on the exchange rates at the time of payment.

Table 4b — Outstanding Option-Based and Share-Based Awards (Directors Fees paid as DSUs)

Name	Option-Based Awards				Share-Based Awards (Fees)		
	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised In-The-Money Options	Number of Shares or Units of Shares that have not Vested	Market or Payout Value of Share-Based Awards that have not Vested	Market or Payout Value of Vested Share-Based Awards (Fees) not Paid Out or Distributed[1]
Fernand Bélisle	$ —	$ —	$ —	$ —	$ —	$ —	$175,859
Michael Boychuk	$ —	$ —	$ —	$ —	$ —	$ —	$123,826
Alex Carloss [2]	$ —	$ —	$ —	$ —	$ —	$ —	$60,507
Stephanie Coyles [2]	$ —	$ —	$ —	$ —	$ —	$ —	$43,932
Michael D'Avella	$ —	$ —	$ —	$ —	$ —	$ —	$112,928
Sameer Deen [2]	$ —	$ —	$ —	$ —	$ —	$ —	$60,129
John Frascotti [2]	$ —	$ —	$ —	$ —	$ —	$ —	$254,017
Mark Hollinger	$ —	$ —	$ —	$ —	$ —	$ —	$69,407
Barry James	$ —	$ —	$ —	$ —	$ —	$ —	$51,464
Catherine Roozen	$ —	$ —	$ —	$ —	$ —	$ —	$374,464
Julie Shaw	$ —	$ —	$ —	$ —	$ —	$ —	$157,188

[1] Based on the TSX closing share price of $3.19 per Class B Non-Voting Share as at August 31, 2020. Reflects all cumulative fees and notional dividends paid to directors in the form of DSUs which have not been paid out as at August 31, 2020. These amounts are reflected in Canadian dollars.

[2] Mr. Frascotti did not stand for re-election to the Board at the Company's Annual Meeting of Shareholders on January 15, 2020. Mr. Carloss, Ms. Coyles, and Mr. Deen were appointed to the Board on March 3, 2020.

There are no vesting criteria for fees paid as DSUs to non-executive directors, as these DSUs are simply an elective form of payment. As such, the value vested in fiscal 2020 for DSUs held by each individual non-executive director is equivalent to their respective individual directors fees paid in the form of DSUs. The market value of all vested DSUs not paid out or distributed are then valued based on the TSX closing share price per Class B Non-Voting Share as at August 31, 2020. The non-executive directors have no outstanding option-based awards, nor have they received any form of non-equity incentive plan compensation up to and including August 31, 2020.

COMPENSATION DISCUSSION AND ANALYSIS

EXECUTIVE SUMMARY

The following highlights the Company's fiscal 2020 key performance accomplishments and decisions made in respect of the compensation of Named Executive Officers (''NEOs''). The remainder of the Compensation Discussion & Analysis (''CD&A'') provides additional detail on the Company's executive compensation program and approach to compensation governance.

FISCAL 2020 KEY PERFORMANCE HIGHLIGHTS

Background

In October 2020, the Company introduced a new strategic plan designed to increase long-term value for stakeholders. This framework, comprised of strategic pillars, priorities and initiatives, has been created to enable Corus to successfully navigate and thrive in an extremely dynamic media landscape.

To achieve its growth objectives, the Company is employing a disciplined approach to its cost structure, strengthening Corus' core business while, at the same time, investing in new growth opportunities. The Company's new strategic priorities are as follows:

- *Create a Great Place to Work*

  Our people and culture bring ideas to life that foster innovation and growth. We aspire to align, equip and inspire our people to do their best work. We are committed to supporting and strengthening the communities where we work.

  Our long-term priorities are to: create a diverse and inclusive culture; build the capability and career flexibility of our people; and foster employee engagement and well-being.

- *Build a Content Powerhouse*

  Great content is the foundation of our business. We aspire to create and acquire compelling content. We are committed to storytelling that reflects the lives and interests of Canadians.

  Our long-term priorities are to: secure long-term access to multiplatform rights from studio partners; extend our leadership role in creating original Canadian content; and grow our slate of owned content for international sales.

- *Connect with Audiences*

  We inform and entertain millions of Canadians every day. We aspire to build meaningful connections with individuals and communities across Canada. We are committed to evolving to suit the needs of audiences as they consume content in new ways.

  Our long-term priorities are to: create engaging content and brand experiences; reach and interact with consumers on new platforms; and develop a unified view of audiences and their behaviour.

- *Help Brands Grow*

  We are focused on building businesses and brands. We aspire to create powerful and relevant interactions between advertisers and audiences across our portfolio of assets. We are committed to understanding our clients' needs and making it easier to grow their businesses.

  Our long-term priorities are to: take a client-centric approach to everything we do; build and deliver innovative advertising solutions; and become a trusted authority in marketing effectiveness.

- *Operate with Discipline*

  We are transforming our business for the future. We aspire to set and achieve our business goals. We are committed to focusing the organization on key drivers of growth.

  Our long-term priorities are to: embrace technology to support revenue growth and improve productivity; bring rigour and financial discipline to decision making; and challenge regulatory barriers that inhibit growth.

Corus remains focused on strengthening and diversifying its financial profile with a particular emphasis on generating free cash flow ("FCF")[1] and achieving its financial leverage goals to achieve greater financial flexibility as the Company pursues these strategic priorities.

Key Performance Highlights

In fiscal 2020, the Company continued to advance its strategic objectives and operate with financial discipline while navigating the challenging operating environment brought about by COVID-19. These areas of focus aligned with a number of Corus' strategic priorities:

1. Maintain Business Continuity

At the outset of COVID-19 restrictions in Canada, Corus' immediate focus was the swift implementation of its business continuity plan, focusing on the health and safety of employees, delivering news, information and programming as an essential service and serving the needs of audiences and customers. Corus experienced significant advertising revenue declines as businesses paused spending in response to the disruption caused by the pandemic. The Company's ability to produce certain types of programming, which was in various stages of production was also impacted by the pandemic. Immediate steps were taken to manage the Company's cost structure in a disciplined manner, develop new plans for programming, where necessary, and assist advertising customers as they adapted their strategies for new operating realities. Investments and spending were prioritized to ensure that progress against long-term goals remained on track during the road to recovery and to support Corus' efforts to emerge from the pandemic on a more solid strategic footing.

2. Strong Free Cash Flow and Capital Allocation Policy

Corus remained focused on reducing its leverage levels, maintaining financial discipline and increasing its financial flexibility throughout fiscal 2020. The Company's stated long-term objective is financial leverage (net debt to segment profit) below 3.0 times. In the two years since the introduction of its revised Capital Allocation Policy effective September 1, 2018, Corus has repaid $480 million of bank debt, which includes $230 million in repayments during fiscal 2020. As at August 31, 2020, the Company's financial leverage was 3.18 times net debt to segment profit as compared to 2.82 times at August 31, 2019. Although Corus has made significant progress in paying down bank debt, the net debt to segment profit leverage calculation as at August 31, 2020 does not reflect this. The adoption of International Financial Reporting Standard 16 - *Leases* ("IFRS-16") had the impact of increasing net debt by adding the Company's lease liabilities. At the same time, segment profit increased by the exclusion of rent expenses as prescribed by IFRS 16, which was offset by

[1] FCF is a key metric used by the investment community that measures the Company's ability to repay debt, finance strategic business acquisitions and investments, pay dividends, and repurchase shares. FCF does not have any standardized meaning prescribed by International Financial Reporting Standards ("IFRS") and is not necessarily comparable to similar measures presented by other companies. FCF should not be considered in isolation or as a substitute for cash flows prepared in accordance with IFRS as issued by the International Accounting Standards Board.

the impact of the COVID-19 pandemic on advertising revenues.

On November 12, 2019, the Company established a Normal Course Issuer Bid (the "2020 NCIB") to purchase for cancellation up to 9,913,940 of its Class B Non-Voting Shares. The Company purchased and cancelled 3,630,000 Class B Non-Voting Shares under the 2020 NCIB. In addition, the Company's annual dividend rate of $0.24 per Class B Non-Voting Share and $0.235 per Class A Voting Share remained unchanged following the onset of the COVID-19 pandemic.

FCF was ahead of the fiscal 2020 budget target of $265.3 million at $279.4 million on an adjusted basis. The actual FCF of $296.2 million for fiscal 2020 includes $16.8 million in Canada Emergency Wage Subsidy ("CEWS") payments for the period. These payments have been excluded from the actual FCF for performance measurement purposes.

3. Own More Content

The Company's planned production slates for fiscal 2020 were impacted by a production hiatus resulting from the global response to the COVID-19 pandemic. Despite this disruption, the Company furthered its owned content strategy in fiscal 2020. At the outset of the pandemic, the Company's Nelvana animation studio moved to a work from home model with minimal impact to its delivery schedule. In fiscal 2020, Nelvana delivered 166 half-hour equivalent episodes and secured new international distribution deals for its content. At Corus Studios, although certain productions were impacted by the production hiatus, it was able to deliver 169 episodes in fiscal 2020, with 19 new series greenlit for future production. Corus Studios witnessed increased global demand for its content in the year, highlighted by Discovery Communications' acquisition of six Corus Studios series, representing 85 hours of content, for their flagship networks in the U.S.

4. Engage Audiences Across Platforms and Innovate with Advanced Advertising Solutions

Corus entered into a new arrangement with NBCUniversal to air marquee Peacock Original programming in Canada. The exclusive deal includes a selection of original scripted and unscripted content, along with movies and specials produced for Peacock and airing across Corus networks and platforms, with full linear and on-demand stacking rights.

The Company achieved significant growth on its STACKTV service, launched in June 2019 on Amazon Prime Video Channels in Canada. In June 2020, the Company announced that the service had reached an important milestone of more than 200,000 subscribers in its first year. Additionally, the Company unveiled its new Global TV App - an all-in-one streaming experience delivering Canadians a groundbreaking TV product with access to many of the Company's top networks and shows, live and on demand, for certain networks included in customers' television provider subscriptions. The new platform is the first streaming product to provide Canadians with free, 24/7 access to local and national news feeds from Global News.

The Company continues to make investments in data analytics and advanced advertising technology to improve its position in the marketplace, further refining automated audience-based buying platform CYNCH, and building on its success with audience-based buying segments as it seeks to evolve how television is sold. In June 2020, ThinkTV announced that Canada's largest broadcasters would adopt common audience-based buying segments, an important step forward for the industry.

These initiatives, combined with an ongoing focus on operational efficiencies and a disciplined approach to future investments, are expected to contribute to an enhanced ability to compete in the evolving media landscape as the Company continues to navigate the pandemic.

Fiscal 2020 Executive Compensation Program

The Company's executive compensation program is designed to ensure alignment between compensation and the Company's performance against key financial performance indicators, including Adjusted Segment Profit, Adjusted FCF, Total Shareholder Return (TSR) and a consolidated revenue performance measure. For the Chief Revenue Officer ("CRO"), these key financial performance indicators include certain Revenues of the Company or "CRO Revenue" in place of consolidated revenue.

Fiscal 2020 performance results and NEO compensation were closely aligned as follows:

- STI performance measures included performance achievement and payout for the first half ("H1") and the second half ("H2") of the year, removing the impact of a Canada Emergency Wage Subsidy benefit in H2 as more fully described on page 36 under *Fiscal 2020 STI Awards*;
- Achieved 84.2% (H1 - 104.3%, H2 - 64.1%) of the Adjusted Segment Profit target, resulting in a 71.6% (H1 - 143.1%, H2 - 0%) payout for this performance measure for all NEOs;
- Achieved 105.3% (H1 - 104.7%, H2 - 105.8%) of the Adjusted FCF target, resulting in a 152.6% (H1 - 147.2%, H2 - 157.9%) payout for this performance measure for all NEOs;
- Achieved 89.3% (H1 - 98.4%, H2 - 80.1%) of the Consolidated Revenue target, resulting in a 42.3% (H1 - 84.5%, H2 - 0%) payout for this performance measure for the CEO, CFO, Executive Chair and Executive Vice President, Broadcast Networks ("NEOs, excluding the CRO"); and

- Achieved 89.5% (H1 - 99.0%, H2 - 79.9%) of the CRO Revenue target, resulting in a 44.9% (H1 - 89.7%, H2 - 0%) payout for this performance measure for the CRO.

FISCAL 2020 COMPENSATION DECISIONS

The following pay decisions were made in respect of NEO compensation for fiscal 2020:

- Base salaries were not increased for any NEO in fiscal 2020 due to a freeze in base salary.
- Effective fiscal 2019, the HRC Committee accepted the voluntary offer of the Executive Chair to reduce her base salary from $900,000 to $500,000 and this reduction remained in place for fiscal 2020. The voluntary changes to the 'at risk' component of the compensation were to continue as first introduced in fiscal 2018. Namely, for fiscal 2020 the level of annual STI award will continue to be calculated on a deemed base salary of $900,000 to a capped maximum payout level of $500,000 and the annual long-term incentive will be comprised of $300,000 awarded in the form of stock options.
- Adjusted the performance component composition of the STI Award to 35% consolidated segment profit, 35% FCF, 20% consolidated revenue and 10% individual objectives (prior levels: 40%, 40%, 10% and 10%, respectively) for the NEOs, excluding the CRO, to place increased emphasis on consolidated revenue as a key performance measure. Adjusted the minimum payout threshold to 95% of target and the maximum payout threshold to 105% of target for the consolidated revenue performance measure of the STI award for the NEOs, excluding the CRO.
- Added consolidated segment profit as an STI performance component for the CRO and adjusted the composition of the CRO's STI Award performance components to 40% CRO Revenue, 20% consolidated segment profit, 20% FCF and 20% individual objectives (prior levels: 40%, 0%, 40% and 20%, respectively) to place increased emphasis on consolidated segment profit as a key performance measure.
- The budgeted consolidated segment profit target for STI performance purposes is determined by removing the segment profit impact of short-term incentive and long-term incentive actual results from the budgeted consolidated segment profit.
- Performance against STI targets was measured for the first and second halves of fiscal 2020, taking into account the performance of the Company during both the pre-COVID-19 period (H1) and the COVID-19 period (H2) and removing the impact of the CEWS benefit from actual segment profit and free cash flow results. Actual short-term incentive compensation ranged from 85% to 98% of target based on the Company's performance against fiscal 2020 financial objectives and the individual performance of NEOs.
- Reviewed and updated the benchmarking peer group for all NEOs but did not perform a benchmarking analysis to assess NEO pay levels for the purposes of determining fiscal 2021 compensation given the base salary freeze for the year.
- Long-term incentives were granted to NEOs at target levels, the eventual value of which will depend on future share price and TSR performance.

For additional detail on these compensation decisions, see "*2020 Compensation Decisions*" on page 34.

FISCAL 2020/2021 PROGRAM CHANGES

The Company continually evolves its compensation programs to ensure alignment with its corporate strategy and competitiveness with its peer group, which is accomplished by a strict focus on pay-for-performance as well as on peer benchmarking and compensation governance practices. The HRC Committee undertook a review of its executive compensation program in fiscal 2020 and proposed changes which were approved by the Board and were effective for fiscal 2021, including:

- Maintain the level of base salary for the NEOs in support of the Company's cost reduction efforts, with the base salary freeze extended into fiscal 2021;
- Maintain the weighting of LTI program components at 25% stock options, 25% time vested share units and 50% performance vested share units. The time vested share units are to be changed to Restricted Share Units with payout after a three year vesting period, replacing Deferred Share Units with payout occurring at termination of employment.
- Adjusted the Performance Share Unit metrics such that the payout range maximum is expanded to 0 times to 2 times the target and vesting will be determined on two performance metrics, with a 67% weighting on three year cumulative revenue increase and a 33% weighting on absolute three year compound annual growth rate of total shareholder return on the Company's shares. This change will be implemented for the fiscal 2021 LTI Awards with a cumulative revenue target that is aligned to the Company's three year operating model which was approved by the Board in fiscal 2020.

INTRODUCTION

NAMED EXECUTIVE OFFICERS

The Company believes its executive team brings extraordinary breadth of knowledge, expertise and leadership experience to Corus. These leaders are firmly committed to demonstrating the Company's core values and delivering on the Company's strategic priorities.

The NEOs for fiscal 2020 are as follows:

NEO	Title
Doug D. Murphy	President and Chief Executive Officer ("CEO")
John R. Gossling	Executive Vice President and Chief Financial Officer ("CFO")
Heather A. Shaw	Executive Chair
Gregory G. McLelland	Executive Vice President and Chief Revenue Officer ("CRO")
Troy Reeb	Executive Vice President, Broadcast Networks

COMPENSATION GOVERNANCE

ROLE OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE

Purpose: The HRC Committee has a mandate to oversee the effectiveness of the Company's compensation policies and processes in fostering equitable and competitive compensation.

Accountability: The HRC Committee is responsible for reviewing the design and competitiveness of the Company's overall compensation and benefits program, including compensation risk oversight, and for reviewing and recommending executive compensation policies to the Board for approval. The HRC Committee specifically reviews, approves and reports the compensation of the Company's senior executives to the Board. Additionally, the HRC Committee is responsible for reviewing the Company's management development and succession plans for senior executives and recommending the appointment of all executive officers to the Board.

Members: All members of the HRC Committee are independent within the meaning of applicable securities laws. Members all have relevant expertise in human resources, compensation governance and risk management as well as a strong financial acumen, which enables them to evaluate and make decisions on the suitability of the Company's compensation policies and practices.

The members of the HRC Committee are Catherine Roozen (Chair), Fernand Bélisle and Michael Boychuk.

Catherine Roozen (Chair) [(1)]	Mrs. Roozen has served as a member of the Human Resources Committee of several Boards over the past 17 years, including in her capacity as Governor of the University of Alberta, as a director of the Alberta Cancer Board, and as former Vice Chair of the Alberta Health Services Board, which employs approximately 100,000 workers. In these capacities, Mrs. Roozen has developed expertise in the area of executive compensation policy oversight, including pensions and pay-at-risk programs, recruitment of senior executives and setting strategic targets for the respective presidents. These roles also developed her expertise in employee human resources oversight matters such as setting the mandate for negotiations with union employees, reviewing employee benefit and pension plans, staff engagement and human resources policies.
Fernand Bélisle	Mr. Bélisle has gained broad expertise in human resources and compensation during his past roles as Secretary General of the CRTC, Chairman of Cabovisa-Televisao por Cabo, SA (Portugal) and as Trustee on a number of occasions for various entities. In these positions, he developed in-depth knowledge in government compensation, negotiations with unionized employees, and implementation of staff hiring and human resources policies.
Michael Boychuck	Michael Boychuk gained extensive human resources and compensation experience in executive leadership roles as Senior Vice President and Corporate Treasurer of BCE Inc. and Bell Canada, as well as President of Bimcor Inc., one of Canada's largest private sector pension plan managers. These roles have developed particular expertise in pension and investment management, as well as broad oversight of human resources matters througout his career.

(1) Ms. Roozen will not stand for re-election to the Board in fiscal 2021.

The full Charter of the HRC Committee is available in Schedule B on page 64 of this Circular.

EXECUTIVE COMPENSATION CONSULTING FEES

In fiscal 2015, Management retained Willis Towers Watson Inc. (''Towers'') to provide advice to the HRC Committee on executive compensation matters, including competitive trends, benchmarking comparative analysis and proxy circular development.

The table below summarizes the key activities performed by Towers in each of fiscal 2020 and 2019, and the fees incurred by the Company in respect of these consulting services.

	Fiscal 2020		Fiscal 2019	
Key Activities	• Annual executive LTI award valuations		• Annual executive LTI award valuations	
	• Executive compensation disclosure review and recommendations		• Executive compensation disclosure review and recommendations	
	• Benchmarking Peer Group review and recommendations		• Benchmarking Peer Group review and recommendations	
	• Annual executive compensation review, benchmarking and recommendations		• Annual executive compensation review, benchmarking and recommendations	
Fees	Executive Compensation:	$15,407	Executive Compensation:	$55,419
	All Other Fees: [1]	$6,292	All Other Fees:	$ —

[1] Other fees included work completed for the Company to review the requirements of proposed pay equity legislation

COMPENSATION DECISION MAKING — REVIEW AND APPROVAL PROCESS

To inform compensation decisions for NEOs, the HRC Committee generally conducts a comprehensive review of peer group benchmarks and compensation trends on an annual basis, and also considers the achievement of performance objectives over the performance period. Pay decisions in respect of the CEO and Executive Chair are made by the HRC Committee and approved by the Board of Directors. The compensation of the CEO and Executive Chair is reviewed and benchmarked by the Board of Directors on a biennial basis. The biennial review of the CEO compensation was not completed in fiscal 2020 due to a salary freeze, which will continue into fiscal 2021. The Executive Chair voluntarily reduced all elements of her compensation effective September 1, 2017, in support of the Company's cost reduction efforts and further reduced her base salary on a voluntary basis for a temporary period effective September 1, 2018 and continuing into fiscal 2021. The CEO is responsible for conducting performance evaluations for other NEOs and providing compensation recommendations to the HRC Committee on an annual basis. In fiscal 2020, the base salaries for all the NEOs remained unchanged due to a salary freeze. In fiscal 2021, the base salary of the NEOs will remain unchanged from fiscal 2020 due to a salary freeze. The HRC Committee is ultimately responsible for determining all pay decisions in respect of NEOs and will consult compensation consultants, as required, to provide an external market perspective.

The NEOs do not participate in or vote on HRC Committee or Board decisions regarding any element of their individual compensation arrangements.

The Board is responsible for ensuring that there are processes in place to effectively identify, assess, monitor and manage the principal risks of the Company, including potential risks arising from the design of the compensation program. The Company has designed its compensation programs to appropriately incent employees and discourage excessive risk taking, recognizing that some level of risk is necessary to increase long-term shareholder value. To assist the Board in fulfilling its mandate, the HRC Committee regularly reviews the inherent risks as they relate to compensation, in consideration of the Company's overall risk. The Company has not identified any risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

The Company has the following features in place to oversee, manage and mitigate risks associated with its compensation plans:

Feature	Description
Strategic Multi-year Plan	The compensation program is designed to align with the Company's Board-approved long-term strategic operating plan, which incorporates a thorough review of operating and industry risks.
Entity Level Controls	The Board-approved Authorization Policy provides pre-determined limits to the authority of individuals to make financial and operating decisions, which contributes to the mitigation of undue risk-taking by any one individual.
Balanced Pay Mix	On average, approximately two-thirds of NEO compensation is ''at-risk'' based on metrics aligned with strategic goals, with the exception of the Executive Chair, who voluntarily reduced her overall level of compensation in fiscal 2020 and fiscal 2021. Of this variable at-risk compensation, between approximately 50% and 70% is based on long-term performance for the CEO, CFO, CRO and Executive Vice President, Broadcast Networks to discourage undue reliance on short-term decision making.
Compensation Benchmarking	Compensation plans and pay levels are regularly benchmarked to the external market by an independent third-party consultant.
Stress Testing and HRC Committee Discretion	Pay outcomes are regularly reviewed in the context of Company performance to ensure there is a strong link between pay and performance. The HRC Committee can use its discretion to ensure payouts are not overly influenced by significant one-time events.
Multiple Performance Metrics	Short-term performance is measured using several financial and individual performance metrics to determine incentive payouts, which balances the risks associated with relying on any one performance metric.
Payout Caps and Minimum Performance Thresholds	Payouts under the Company's STI plan and Performance Share Unit ("PSU") plan are capped at 200% and 150% of target, respectively, and a 0% payout is possible if minimum performance thresholds are not achieved.
Balanced Mix of Long-term Incentive Vehicles	NEOs receive long-term incentive awards based on a combination of stock options, DSUs and PSUs, all of which are linked to long-term shareholder value, with the exception of the Executive Chair who voluntarily reduced the level of her long-term compensation, which is now awarded solely in the form of stock options. In fiscal 2021, DSUs will be replaced with RSUs.
Long-term Vesting of LTI Awards	Stock options vest over a 4 year period with a 7.5 year term, while DSUs vest over a five year period and cannot be redeemed until termination of employment. This focuses executives on creating and sustaining long-term shareholder value. In fiscal 2021, DSUs will be replaced with RSUs which vest over a three year period.
Relative Performance Measurement	The PSU long-term incentives include a relative performance component to strengthen alignment between pay and performance relative to the external market. In fiscal 2021, the PSU relative performance component will be replaced with consolidated revenue.
Share Ownership Guidelines	Aligns NEO interests with those of shareholders by requiring that they maintain a high level of personal financial commitment to the Company. The Company has established specific ownership guidelines as a percentage of base salary (5x for Executive Chair and CEO, 2x for CFO, 1x for executive vice presidents including the CRO and the Executive Vice President, Broadcast Networks, and 0.75x for senior vice presidents and vice presidents). For the NEOs, this guideline must be attained within five years. At the date of this Circular, the NEOs have met or exceeded their applicable share ownership guideline except for Mr. Reeb, who was promoted to an executive vice president role in fiscal 2019, and is currently working towards meeting his requirements. For the purposes of the guideline, share ownership may include shares owned through personal holdings and/or the Company's Employee Share Purchase Plan as well as Company-issued DSUs and RSUs. In addition, executives can elect to receive a portion of their STI award in Director DSUs, which facilitates additional alignment with shareholders over the long-term. These units have no vesting criteria and can only be paid out upon termination.
Equity Compensation Hedging Policy	The Company's Code of Business Conduct, which applies to all Directors and Employees, expressly prohibits the purchase of financial instruments (including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, units of exchange funds, puts, options or calls) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by a Director or Employee.

COMPENSATION BENCHMARKING

The benchmarking peer group (''peer group'') is used uniformly for all senior management, including the NEOs, with the exception of the Executive Chair, based on benchmark matches which are most closely reflective of each role. For the Executive Chair, the benchmarking peer group represents a broader range of companies given the limited number of industry-related peers with an Executive Chair role. The HRC Committee consults with a third-party consultant to review the ongoing appropriateness of the peer groups and conduct benchmarking analysis, generally on an annual basis.

The following selection criteria are used to develop the peer group for all NEOs, except the Executive Chair:

- Industry: Canadian general industry publicly-traded companies, focusing on organizations that provide an 'experience' to the end customer
- Size: Comparable size as measured by revenue, market capitalization and total enterprise value
- Operations: North America

For the NEO peer group, the compensation data and general trends from third-party compensation surveys, such as the Willis Towers Watson US Media Executive Compensation Survey and the Willis Towers Watson Executive Compensation Survey, are used as an additional input to formulate compensation recommendations, given there are limited direct peers that meet the peer group criteria.

The following selection criteria are used to develop the peer group for the Executive Chair:

- Industry: Canadian general industry publicly-traded companies that disclose Executive Chair as an NEO, focusing on consumer-facing, discretionary goods organizations
- Size: Comparable size as measured by revenue and market capitalization
- Operations: North America

In July 2020, it was determined that the level of remuneration for all NEOs in fiscal 2021 would remain unchanged from current levels. In addition, the Executive Chair's voluntary reduction in all components of her remuneration continued in support of the Company's cost reduction efforts. As a result, a benchmarking analysis was not completed for any NEO in fiscal 2020.

NEO Peer Group, excluding Executive Chair:

Cineplex Inc.	Lions Gate Entertainment Corp.
Cogeco Communications Inc.	Quebecor Inc.
DHX Media Ltd.	Spin Master Corp.
Great Canadian Gaming Corporation	Stingray Group Inc.
IMAX Corporation	The Stars Group Inc.

NEO Peer Group for Executive Chair only:

Aecon Group Inc.	Just Energy Group Inc.
Canaccord Genuity Group Inc.	Primo Water Corporation
Cascades Inc.	Postmedia Network Canada Corp.
Cogeco Inc.	Recipe Unlimited Corp.

TARGET TOTAL DIRECT COMPENSATION

The Company targets base salary levels for all NEOs between the 50th and 75th percentiles of the peer group. Overall total direct compensation (i.e. base salary, STI and the expected value of LTI awards) is targeted at or above the 75th percentile. This targeted position reflects the Company's focus on driving superior performance and is designed to attract strong talent with media-industry specific skills that are not necessarily found within the peer group. As well, the personal skill set and background of many of the NEOs is unique, particularly in light of the fact that the Company is the only large pure play media and content company in Canada.

Target Compensation Mix — Percentage of Total Direct Compensation for Fiscal 2020

A significant percentage of NEO compensation is based on ''at-risk'' compensation to ensure strong pay-for-performance alignment. The target pay mix for NEOs in fiscal 2020 is listed in the table below.

NEO	Fixed	At-Risk	
	Base Salary	Short-term Incentives	Long-term Incentives
Doug D. Murphy	23.5%	23.5%	53.0%
John R. Gossling	28.0%	23.0%	49.0%
Heather A. Shaw[1]	38.5%	38.5%	23.0%
Gregory G. McLelland	32.0%	32.0%	36.0%
Troy Reeb	43.0%	28.0%	28.0%

[1] In fiscal 2020, Ms. Shaw continued to voluntarily reduce elements of her compensation in support of the Company's cost reduction efforts.

COMPENSATION PROGRAM OVERVIEW

Key Elements of the 2020 Compensation Program

The following table provides an overview of the key elements of NEO compensation in fiscal 2020. This compensation mix is reviewed on an annual basis to ensure continued alignment with market and best governance practices.

	Compensation Element	Program Objectives
Fixed	**Base Salary** • Annual cash compensation	• Attract and retain • Motivate and reward for individual contributions and growth in role
At Risk	**Short-Term Incentive Awards (STI)[1]** • Annual cash award based on achievement of annual targets • Consolidated budgeted free cash flow (20% for CRO and 35% for all other NEOs). • CRO budgeted revenue (40%) - only the CRO based on the portion of revenue which falls directly under his purview • Consolidated budgeted revenue (20%) - all NEOs except CRO • Consolidated budgeted segment profit (20% for CRO and 35% for all other NEOs) removes the segment profit impact of short-term incentive and long-term incentive actual performance as compared to budget. • Personal individual performance objectives (20% for CRO and 10% for all other NEOs) capped at 150% of target.	• Attract and retain • Motivate and reward • Supports pay-for-performance philosophy • Focus on consistent improvement in profitability and shareholder value creation

	Long-Term Incentive Awards (LTI)[1]
	• PSUs (50%)
	  • 3 year vesting period based on achievement of an annualized Compound Annual Growth (CAGR) target of 9% (50% of PSUs) and relative TSR as compared to the TSX composite index (50% of PSUs) at the end of the performance period
	  • Payout capped at 150% of target and value is dependent on share price at the time of payment
	• Stock Options (25%)
	  • 7.5 year term
	  • 4 year ratable vesting period (25% per year)
	• DSUs (25%)
	  • 5 year vesting period
	  • Can only be redeemed at cessation of employment and value is dependent on share price at the time of payout
		• Attract and retain
		• Align interests of executives and shareholders
		• Supports pay-for-performance philosophy
		• Motivate and reward
		• Reward for growth in shareholder value through share price

[1] Executive Chair STI target is 100% of base salary, with maximum payout capped at $500,000 and LTI target is $300,000 in stock options, due to a voluntary reduction in compensation.

<table>
<tr><th></th><th>Compensation Element</th><th>Program Objectives</th></tr>
<tr><td rowspan="2">Other</td><td>Employee Share Purchase Plan (ESPP)
• NEOs are eligible to participate in the ESPP on the same basis as all other employees
• The Company contributes an amount equal to 25% of the Participant's contributions each month, up to a maximum of 5% of base salary</td><td>• Provides cost effective means of acquiring company shares
• Facilitates shareholder alignment</td></tr>
<tr><td>Retirement Arrangements and Perquisites
• Defined Contribution Registered Retirement Plan ("DC Plan") on the same basis as all other employees
• DB SERP for NEOs, where desinated by the HRC Committee
• Select perquisites consistent with market practice</td><td>• Attract and retain
• Perquisites are linked to business need</td></tr>
</table>

2020 COMPENSATION DECISIONS

BASE SALARY

Fair and competitive salaries are determined following an analysis of peer group benchmarks, internal equity, general compensation trends and individual experience, expertise and performance, including contributions to financial results. Base salary reviews are generally conducted on an annual basis. In fiscal 2020, a review was not completed for any of the NEOs due to a freeze in base salary and the Executive Chair voluntarily reduced her base salary on a temporary basis.

The following table provides the fiscal 2020 NEO salaries as well as the salaries determined for fiscal 2021:

(for the year ended August 31)

NEO	2020	2021	2020 Change	2021 Change
Doug D. Murphy [(1)]	$ 900,000	$ 900,000	0%	0%
John R. Gossling [(1)]	$ 555,000	$ 555,000	0%	0%
Heather A. Shaw [(2)]	$ 500,000	$ 500,000	0%	0%
Gregory G. McLelland [(1)]	$ 500,000	$ 500,000	0%	0%
Troy Reeb [(1)]	$ 450,000	$ 450,000	0%	0%

(1) No change in compensation due to base salary freeze in fiscal 2020 and 2021.

(2) Ms. Shaw voluntarily reduced her base salary on a temporary basis in fiscal 2019 continuing through to fiscal 2020, in support of the Company's cost reduction efforts.

SHORT-TERM INCENTIVES

The STI rewards NEOs for the achievement of certain financial performance targets as outlined in the Company's annual operating plan (the ''Operating Plan'') and individual performance results. The Operating Plan is approved annually by the Board in July of each year, based on the economic outlook and business conditions at that time. The HRC Committee also concurrently approves and reports to the Board the STI financial objectives for the upcoming year in alignment with the Operating Plan.

Personal performance objectives for NEOs are based on Company or specific business segment plans, targets and strategies in the areas of Organizational Development, Business Development, Long-Term Strategic Initiatives, Corporate Governance and Other Initiatives. At least one of the STI financial thresholds must be met in order for any bonus to be paid under the individual performance component. In fiscal 2020, personal performance objectives were subject to a maximum payout factor of 150% of target, however, the HRC Committee may use its discretion at any time to increase or decrease the weighting on the amount based on individual performance measures. In fiscal 2020, consideration was given to the impact of COVID-19 on the Company's operating results in the second half of the year, resulting in a modified approach to determining achievement against STI targets for the year as further described under the heading *Fiscal 2020 STI Awards* in this Circular.

STI Targets as a Percentage of Base Salary

The HRC Committee annually reviews and determines target STI award levels for NEOs, expressed as a percentage of base salary. In fiscal 2020, the target STI as a percentage of base salary remained unchanged for the CEO, CFO, Executive Chair, CRO, and Executive Vice President, Broadcast Networks, but the Executive Chair payout was voluntarily capped at $500,000. Actual STI awards can range from 0% — 195% of target based on financial and individual performance, as illustrated in the following:

Participant	Minimum Payout % of Base Salary	Threshold Payout % of Base Salary	Target Payout % of Base Salary	Maximum Payout % of Base Salary
Doug D. Murphy	0%	50%	100%	195%
John R. Gossling	0%	40%	80%	156%
Heather A. Shaw [1]	0%	50%	100%	195%
Gregory G. McLelland	0%	50%	100%	190%
Troy Reeb	0%	33%	65%	127%

[1] The Executive Chair maximum payout was voluntarily capped at $500,000

2020 STI Performance Measures

For fiscal 2020, STI awards were determined based on the following performance measurement approach:

For all NEOs, except the CRO:

Budgeted consolidated segment profit 35%	+	Budgeted consolidated FCF 35%	+	Budgeted consolidated revenue 20%	+	Individual Performance 10%

For the CRO:

Budgeted CRO Revenue 40%	+	Budgeted consolidated FCF 20%	+	Budgeted consolidated segment profit 20%	+	Individual Performance 20%

In fiscal 2020, the Company selected STI financial objectives of budgeted consolidated segment profit for all NEOs, budgeted free cash flow for all NEOs and budgeted consolidated revenues for all NEOs except the CRO, who is measured on budgeted CRO Revenue, as it believes that these measures are strong indicators of performance and shareholder value creation.

Segment profit is a non-GAAP measure, does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other companies. It is calculated as revenues less direct cost of sales, general and administrative expenses as reported in the Company's consolidated statements of income (loss) and comprehensive income (loss) in its annual Management's Discussion and Analysis for the year ended August 31, 2020. The Company believes that segment profit is an important measure as it allows the Company to evaluate the operating performance of its business segments or lines of business and its ability to service and/or incur debt. Segment profit is also used by the investing community to value the Company. The segment profit target for STI performance purposes removes any segment profit impact driven by short-term incentive and long-term incentive actual results from the budgeted segment profit. CRO Revenue is the portion of consolidated revenue deemed to be directly under the purview of the CRO in any given year based on the Operating Plan. FCF is a non-GAAP measure, does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other companies. It is defined by the Company as cash provided by operating activities less cash used in investing activities, as reported in the Company's consolidated statements of cash flows, and then adding back cash used specifically for business combinations and strategic investments and deducting net proceeds from dispositions. The Company provides reconciliation of FCF to GAAP in its annual Management's Discussion and Analysis for the year ended August 31, 2020. The Company believes that FCF is a key metric used by the investing community that measures the Company's ability to repay debt, finance strategic business acquisitions and investments, pay dividends and repurchase shares.

Fiscal 2020 STI Awards

The Board of Directors approved annual budgeted consolidated financial STI targets during its review of the Operating Plan. At the completion of the fiscal year, performance is assessed against these financial targets, removing any impact to consolidated segment profit driven by short-term incentive or long-term incentive actual results as compared to budget, to determine an overall payout factor for the financial component, which can range from 0% to 200%. No payout is earned for a given measure if threshold performance is not achieved. Due to the implementation of International Financial Accounting Standard 16 - *Leases* ("IFRS-16"), the Fiscal 2020 Operating Plan was revised and approved by the Board of Directors in January 2020 to reflect the impact of the adoption of this new standard.

In fiscal 2020, COVID-19 had an unprecedented impact on the Canadian economy and the Company's advertising revenues. As a result, the HRC Committee adopted an alternative approach to assessing performance against budgeted consolidated segment profit, free cash flow, consolidated revenue and CRO revenue targets for STI performance purposes. The fiscal 2020 performance period was split into two halves covering the six months ended February 29, 2020 (the "pre-COVID-19 period" or "H1") and the six months ended August 31, 2020 (the "COVID-19 period" or "H2"). Achievement against existing budgeted targets in each period was then assessed, removing the benefit of the CEWS from segment profit and FCF in the COVID-19 period. This approach was designed to appropriately recognize performance in the pre-COVID-19 period while taking into consideration the significant actions undertaken by the Company to deliver uninterrupted essential services during the COVID-19 period while maintaining business continuity.

Financial Performance

Fiscal 2020 actual performance results for all NEOs, except the CRO:

Measures (in millions of dollars)	Period	Weight	Threshold [1][2]	Target [1]	Maximum [1][2]	Actual Performance Achieved [1][2]		Payout %	Blended Payout Factor [1]
						$	%		
Adjusted Segment Profit	H1	17.5%	$265.1	$294.6	$324.1	$307.2	104.3%	143.1%	25%
	H2	17.5%	$246.1	$273.4	$300.7	$175.3	64.1%	0.0%	0%
									25%
Adjusted FCF	H1	17.5%	$101.6	$112.8	$124.1	$118.1	104.7%	147.2%	26%
	H2	17.5%	$137.3	$152.5	$167.8	$161.3	105.8%	157.9%	28%
									54%
Consolidated Revenues	H1	10%	$814.3	$857.2	$900.1	$843.9	98.4%	84.5%	8%
	H2	10%	$791.7	$833.4	$875.1	$667.3	80.1%	0.0%	0%
									8%
Payout Factor - Financial Component for all NEOs, excluding the CRO									**87%**

[1] For STI measurement purposes, in both H1 and H2 the adjusted segment profit target and actual segment profit performance achieved were determined by removing the segment profit impact of short-term and long-term incentive awards. The actual segment profit and free cash flow performance achieved in H2 were additionally adjusted to remove the impact of CEWS benefits from the segment profit ($37.4 million) and free cash flow ($16.8 million) measures. The achievement and payout percentages reflect an average of actual performance against the target in H1 and H2.

[2] Threshold is set at 90% of Target for Adjusted Segment Profit and Adjusted FCF, 95% of Target for Consolidated Revenues. Maximum is set at 110% of Target for Adjusted Segment Profit and Adjusted FCF, 105% of Target for Consolidated Revenues.

Fiscal 2020 actual performance results for the CRO:

Measures (in millions of dollars)	Period	Weight	Threshold [1][2]	Target [1]	Maximum [1][2]	Actual Performance Achieved [1][2]		Payout %	Blended Payout Factor [1]
						$	%		
CRO Revenue	H1	20%	$767.5	$807.9	$848.3	$799.5	99.0%	89.7%	18%
	H2	20%	$734.6	$773.3	$812.0	$617.8	79.9%	0.0%	0%
									18%
Adjusted FCF	H1	10%	$101.6	$112.8	$124.1	$118.1	104.7%	147.2%	15%
	H2	10%	$137.3	$152.5	$167.8	$161.3	105.8%	157.9%	16%
									31%
Adjusted Segment Profit	H1	10%	$265.1	$294.6	$324.1	$307.2	104.3%	143.1%	14%
	H2	10%	$246.1	$273.4	$300.7	$175.3	64.1%	0.0%	0%
									14%
Payout Factor - Financial Component for CRO									**63%**

[1] For STI measurement purposes, in both H1 and H2 the adjusted segment profit target and actual segment profit performance achieved were determined by removing the segment profit impact of short-term and long-term incentive awards. The actual segment profit and free cash flow performance achieved in H2 were additionally adjusted to remove the impact of CEWS benefits from the segment profit ($37.4 million) and free cash flow ($16.8 million) measures. The achievement and payout percentages reflect an average of actual performance against the target in H1 and H2.

[2] Threshold is set at 95% of Target for CRO Revenues, 90% of Target for Adjusted Segment Profit and Adjusted FCF. Maximum is set at 105% of Target for CRO revenues, 110% of Target for Adjusted Segment Profit and Adjusted FCF.

Individual Performance

NEO individual performance objectives in fiscal 2020 were generally tied to:

- Initiatives related to the delivery of ratings in the Television and Radio segments;
- Increasing the Company's slate of owned and controlled content;
- Roll out of new multi-platform product offerings for audiences, advertisers and distribution clients;
- Identifying and pursuing strategic growth initiatives;
- Operating with financial discipline and tightly managing costs;
- Organizational design, development, succession management, and diversity and inclusion priorities; and
- Proactive advocacy efforts during a period of regulatory change for the broadcasting industry.

Consideration was also given to the performance of the NEOs in navigating the COVID-19 period, both in terms of ensuring the uninterrupted delivery of essential services and maintaining business continuity. The HRC Committee considered the performance reviews and recommendations of the CEO in respect of his direct reports in determining awards under the individual performance component.

Personal objectives, which comprise 10% of the STI award for the NEOs excluding the CRO and 20% of the STI award for the CRO, were deemed at the discretion of the HRC Committee to have been achieved at 110% of target for all NEOs.

Based on financial and individual performance results, fiscal 2020 STI awards were as follows:

Participant	Financial Component (% of Target)	Individual Component (% of Target)	Weighted Total Score (% of Target)
Doug D. Murphy	87%	110%	98%
John R. Gossling	87%	110%	98%
Heather A. Shaw [(1)]	87%	110%	98%
Gregory G. McLelland	63%	110%	85%
Troy Reeb	87%	110%	98%

(1) For Ms. Shaw, the STI payout was achieved at 98% and this was applied to a voluntarily cap of $500,000 for a payout of $489,525

LONG-TERM INCENTIVES

The Company's annual long-term incentive ("LTI") opportunity for NEOs consists of target awards of Stock Options, Performance Share Units ("PSUs"), and Deferred Share Units ("DSUs"). The HRC Committee does not take into account the amount or terms of previously issued long-term incentive awards when determining the amount of long-term incentive awards, if any, granted to senior executive officers in each year. The HRC Committee may, at its discretion, vary the relative emphasis of each vehicle in the overall LTI mix from year to year.

The Company's DSU and PSU Plans generally have a grant date fair value which is based on the 20-Day VolumeWeighted Average Price ("VWAP") of the Company's Class B Non-Voting Shares on the TSX as at August 31 of the prior fiscal year. The payout value of the units is also determined using the 20-Day VWAP immediately prior to the end of the performance period. The VWAP methodology was approved by the HRC Committee for these Plans as it was determined that the use of 20- Day VWAP minimizes the impact of short-term volatility in the share price and results in a more accurate representation of the true value of the shares at both the time of the grant and the end of the performance period. In fiscal 2020, NEOs received target LTI awards expressed as a percentage of base salary which included a mix of 25% Stock Options, 50% PSUs and 25% DSUs. The target award levels and mix as a percentage of base salary remained unchanged for the CEO, CFO, CRO and Executive Chair for fiscal 2020. The target award level was increased for Mr. Reeb in fiscal 2020 from 50% to 65% following his promotion to the role of Executive Vice President, Broadcast Networks in fiscal 2019, but the mix remained unchanged.

Participant	Target LTI (% of base salary)
Doug D. Murphy	225%
John R. Gossling	175%
Heather A. Shaw [(1)]	200%
Gregory G. McLelland	110%
Troy Reeb	65%

(1) For Ms. Shaw, target LTI has been voluntarily capped at $300,000 or 60% and is to be issued in the form of stock options

STOCK OPTIONS

The Company's Stock Option Plan was originally implemented on November 23, 1999, the key terms of which are outlined in further detail on page 51. In fiscal 2020, the NEOs, except the Executive Chair were granted Stock Options based on each NEOs' target award level, expressed as a percentage of base salary. The Executive Chair's Stock Option grant was voluntarily capped at a value of $300,000. The number of Stock Options granted is based on each NEOs' target award level divided by the estimated grant date fair value of the award, calculated in accordance with standard stock option valuation methodology, and previous grants are not taken into account. See the ''*Summary Compensation Table*'' on page 44 for the value of Stock Options granted to each NEO and additional detail on the Company's valuation methodology.

PERFORMANCE SHARE UNITS

The PSU Plan was implemented and effective September 1, 2007. In fiscal 2016, the HRC Committee approved and the Company implemented a change to the performance measurement system for the PSUs such that the vesting of PSUs was based on the Company achieving absolute Compound Annual Growth ("CAGR") hurdles (50% of weight) and a relative performance hurdle (50% of weight) based on the Company's TSR performance compared to the median of the S&P/TSX Composite Index at the end of the three year performance period. If performance is below threshold on both measures at the end of the three year performance period, the PSUs are forfeited. Vested PSUs (if any) are paid out to Participants at the end of the three year performance period. The maximum payout for the PSU Plan is 150% of target for fiscal 2020 awards.

The performance vesting criteria for fiscal 2020 awards are as follows:

Absolute CAGR Performance (50% weight)

Annualized CAGR%	Payout Factor(% of Target)
7%	50%
9%	100%
13%	150%

Relative TSR performance (50% weight)

Annualized TSR%	Payout Factor(# of Target)
Index -10%	50%
Index -5%	75%
Meet Index Return	100%
Index +5%	125%
Index +10%	150%

PSU grants are eligible to accrue ''dividend equivalent'' units over the life of the PSU, when a cash dividend is paid on Class B Non-Voting Shares, as if they were enrolled in the DRIP of the Company, subject to the same performance and vesting conditions as original granted units. The PSU Plan is not considered a security-based compensation arrangement under Section 613 of the TSX Company Manual, as awards are settled solely in cash and payable only if the vesting criteria are achieved.

In fiscal 2020, the NEOs, except for the Executive Chair, were granted PSUs based on each NEOs' target award level, expressed as a percentage of base salary. The number of PSUs granted is based on each NEOs' target award level divided by the estimated grant date fair value of the award, which is calculated based on the 20 day volume weighted average price ("VWAP") on the TSX of the Class B Non-Voting Shares for the period ended August 31 of the prior fiscal year. See the ''*Summary Compensation Table*'' on page 44 for the value of PSUs granted to each NEO and details on the Company's valuation methodology.

DEFERRED SHARE UNITS

The Senior Management DSU Plan was implemented and effective September 1, 2007. The DSUs vest 100% on the earlier of (a) the fifth anniversary of the date of the grant or (b) the date on which the Participant turns 65, and are not eligible for redemption until termination of employment or retirement occurs.

DSU grants are eligible to accrue ''dividend equivalent'' units over the life of the DSU, when a cash dividend is paid on Class B Non-Voting Shares, as if they were enrolled in the DRIP of the Company. The senior management DSU Plan is not considered a security-based compensation arrangement under Section 613 of the TSX Company Manual, as vested awards are settled solely in cash and payable only if the vesting criteria are achieved.

In fiscal 2020, the NEOs, except for the Executive Chair, were granted DSUs based on each NEOs' target award level, expressed as a percentage of base salary. The number of DSUs granted is based on each NEOs' target award level divided by the estimated grant date fair value of the award, which is calculated based on the 20 day VWAP on the TSX of the Class B Non-Voting Shares for the period ended August 31 of the prior fiscal year. See the ''*Summary Compensation Table*'' on page 44 for the value of DSUs granted to each NEO and details on the Company's valuation methodology.

In addition to annual DSU awards, as part of the LTI program, senior officers may voluntarily participate in the Directors' DSU Plan, as described in further detail on page 23 under "*Directors' Deferred Share Unit Plan*". The Plan was first implemented for Directors and was expanded to allow senior officers to elect, prior to the beginning of the fiscal year, to receive a portion of their annual STI payout (if any) in the form of DSUs under the Director's DSU Plan. For fiscal 2020, no NEOs elected to be paid a portion of their annual incentive awards in the form of DSUs under the Director's DSU Plan.

RESTRICTED SHARE UNITS

The Senior Management RSU Plan was implemented and effective October 21, 2009. The RSUs vest 100% on the third anniversary of the date of the grant.

RSU grants are eligible to accrue "dividend equivalent" units over the life of the RSU, when a cash dividend is paid on Class B Non-Voting Shares, as if they were enrolled in the DRIP of the Company. The senior management RSU Plan is not considered a security-based compensation arrangement under Section 613 of the TSX Company Manual, as vested awards are settled solely in cash and payable only if the vesting criteria are achieved.

In fiscal 2020, no RSUs were granted to NEOs, however, RSUs will replace DSUs as a component of the LTI program in fiscal 2021. The number of RSUs granted is based on each NEOs' target award level divided by the estimated grant date fair value of the award, which is calculated based on the 20 day VWAP on the TSX of the Class B Non-Voting Shares for the period ended August 31 of the prior fiscal year.

EMPLOYEE SHARE PURCHASE PLAN

Under the Employee Share Purchase Plan ("ESPP"), NEOs may contribute a maximum of 5% of their monthly base salary to purchase Class B Non-Voting Shares. Participants receive a Company contribution equal to 25% of their contributions for that month. Solium Capital, as trustee under the ESPP, acquires Class B Non-Voting Shares solely at market price for the benefit of NEOs through the facilities of the TSX using monies contributed to the ESPP. NEOs may withdraw up to 100% of the shares vested in his or her account once in any 12-month period without penalty.

PENSION PLANS

NEOs are members of a DC Plan which is available to all employees. In addition NEOs, where designated by the HRC Committee, participate in the Company's DB SERP. The designated members of the DB SERP include all NEOs in fiscal 2020. The DB SERP benefits for Participants are offset by contributions with interest made by the Company to the DC Plan once the DB SERP vests. Additional detail on each of these plans is provided below.

DC PLAN

The Company provides Participants, including the NEOs who participate in the DB SERP until such time as their DB SERP vests (collectively, the "DB SERP Participants"), with a defined contribution pension plan (also known as a money purchase plan). Under this plan, once Participants have reached their second anniversary of employment, the Company begins making annual contributions equal to 3% and matches each Participant's voluntary contributions up to 3%, for a maximum total contribution of 6% of each Participant's eligible earnings. These contributions are made up to the annual maximum as determined under the *Income Tax Act* and vest immediately. Funds are accumulated and invested in a personalized choice of funds under the Participant's name. On retirement, the funds are used to purchase one of several types of financial instruments at the option of the Participant.

The Company's contributions to the Participant's DC Plan, which includes contributions made following the date of entry into the plan and after factoring in the past service credit dates, where applicable for the purposes of the DB SERP, are used to fund the individual Participant's DB SERP once vested.

DB SERP

The key purpose of the DB SERP is to provide retirement benefits and to assist in retaining key executives. This latter goal is achieved through early retirement reductions of 5% per year before age 65 and the vesting schedule, as described below.

	Original Participant (Effective September 1, 2007)	Additional Participants (Effective on or after September 1, 2010)
Eligible NEOs	Heather Shaw	Doug Murphy, John Gossling, Gregory McLelland, Troy Reeb
Vesting	On the later of age 55 or September 1, 2010	On the later of 10 years of service as a member of executive management, age 55 or after September 1, 2013, but in any event, no later than age 65
Calculation	Product of 2.0% of the participant's highest average earnings times credited service.[1]	
Maximum Pension Earnings	Maximum pension earnings will be capped at 40% of the highest average earnings.[1] The normal form of payment is a lifetime pension guaranteed for ten years.	

[1] Highest average earnings defined as the highest average base monthly earnings over 36 consecutive months within the last 120 months or, for Mr. Reeb only, defined as the highest average base monthly earnings plus actual annual STI bonus paid over 36 consecutive months within the last 120 months.

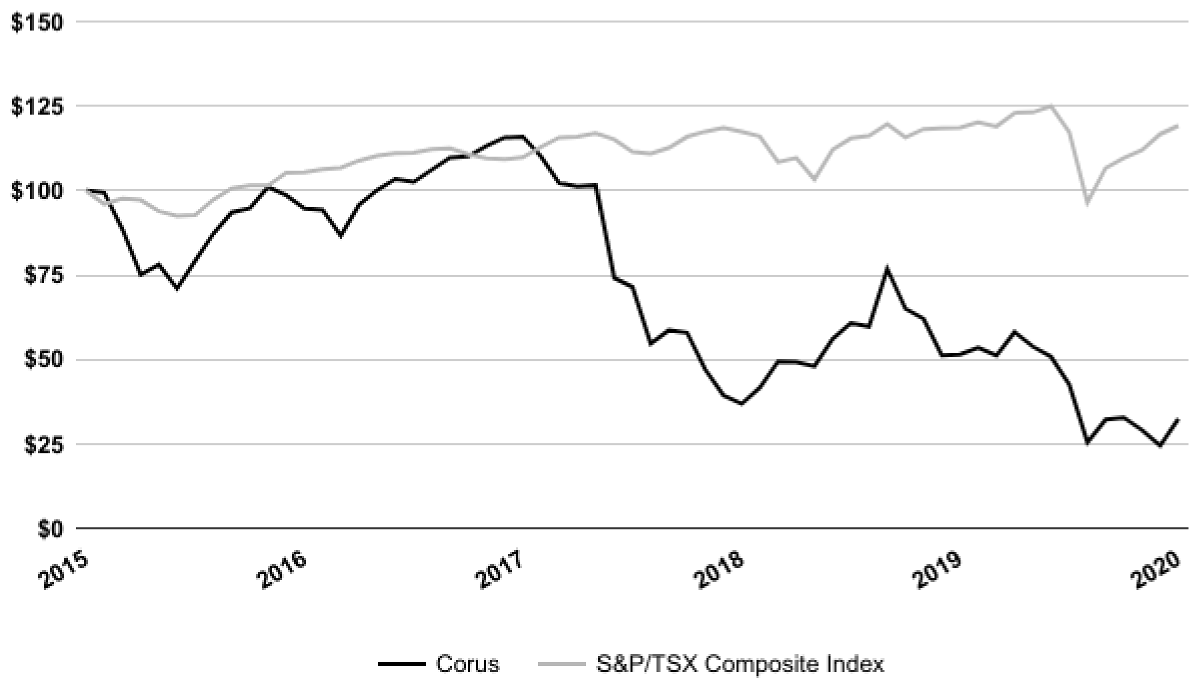
2020 CORPORATE PERFORMANCE

PERFORMANCE GRAPH

The Class B Non-Voting Shares of the Company are listed on the TSX under the symbol "CJR.B". The following chart compares the cumulative TSR on $100 invested in Class B Non-Voting Shares of the Company on September 1, 2015 with the cumulative TSR of the S&P/TSX Composite Index over a five year period and assumes the reinvestment of dividends.

TSR Performance: Corus vs. S&P/TSX Composite Index

September 1, 2015 to August 31, 2020



Fiscal Year	2015	2016	2017	2018	2019	2020	Change[1]
Corus	$100	$95	$116	$37	$51	$32	-20.2%
S&P/TSX Composite Index	$100	$105	$110	$117	$119	$119	3.6%

[1] Change reflects the compound annualized growth rate over the five year period

The TSR for the Company over the five year period ended August 31, 2020 decreased 20.2% compared to a TSR increase of 3.6% from the S&P/TSX Composite Index over the same period. The Company was impacted by macroeconomic and regulatory factors that resulted in a significant share price decline for the three year period ended August 31, 2018, with notable share price recovery in fiscal 2019 followed by a significant decline in fiscal 2020 due to the impact of the COVID-19 pandemic on advertising revenue. On the macroeconomic front, television advertising market conditions were relatively stable in the first half of the fiscal 2020 year, but the pandemic had a material impact on advertising demand in the second half of the year. Setting aside the impact of the pandemic, the Company is benefiting from its investments in advanced advertising and data analytics, improved inventory yield dynamics as well as new media initiatives in the digital and social space, such as STACKTV, which has shown significant growth since its launch in June 2019. On the regulatory front, the CRTC's "Let's Talk TV" decisions, released in March 2015, resulted in a substantial pullback in the share price that year due to the perceived negative impact of the new regulations on the Company's business. The Company has been able to offset the potential impact of "Let's Talk TV" through effective management of its television channel brand portfolio and the introduction of new television product offerings, as demonstrated by the consistent television subscriber revenue for the year ended August 31, 2020, excluding the impact of the TLN Disposition in March, 2019. The Company worked diligently to deliver improvements in its financial results following the April 1, 2016 acquisition and subsequent integration of Shaw Media Inc., resulting in share price increases in fiscal 2017. The television advertising market trends reversed in fiscal 2018 due to persistent soft advertising conditions and lower audience levels, which were partially offset by growth in other areas of the business. Television advertising revenues increased 7% in fiscal 2019 and were solid in the first half of fiscal 2020, but were significantly impacted by the COVID-19 pandemic in the second half of fiscal 2020. Advertising revenue declines of 15% for Television and 28% for Radio, which reflect the material impact of the pandemic on advertising demand, were partially offset by positive contributions from the Company's new advertising and audience engagement initiatives, with consolidated revenue and segment profit declines of 10% and 14%, respectively, and strong FCF of $296 million for the year. The Company remains focused on reducing its leverage levels. As at August 31, 2020, the Company's financial leverage was 3.18 times net debt to segment profit as compared to 2.82 times at August 31, 2019. Although the Company has made significant progress in paying down bank debt, the net debt to segment profit leverage calculation as at August 31, 2020 does not reflect this. The adoption of International Financial Reporting Standard 16 - *Leases* ("IFRS 16") at the beginning of the fiscal year had the impact of increasing net debt by adding the Company's lease liabilities. At the same time, segment profit increased by the exclusion of rent expenses as prescribed by IFRS 16, which was offset by the impact of the COVID-19 pandemic on advertising revenues. Progress on paying down bank debt was supported by the repayment of $480 million of bank debt in the two years ended August 31, 2020, which includes repayment of $230 million of bank debt in fiscal 2020.

The share price was impacted by a number of factors in fiscal 2020, including the impact of the COVID-19 pandemic on advertising demand in the second half of the year, a changing media landscape and uncertainty in the regulatory environment.

The Company's revised Capital Allocation Policy was implemented on September 1, 2018, further advancing its "Optimize the Core and Build for the Future" strategy in fiscal 2020, in support of the Company's long term strategic and financial goals. The Company's focus heading into fiscal 2021 is to pay down debt to create future financial flexibility, diversify its sources of revenue from initiatives such as its Build a Content Powerhouse strategy, and improve its advertising revenues through innovative data analytics and advanced advertising solutions, supported by great content across its linear channels and a growing presence across digital platforms.

The Company believes that its compensation policies support a strong relationship between the compensation earned by NEOs and the Company's financial performance, including shareholder returns. The following table compares financial performance on key performance indicators and NEO compensation over the last five fiscal year periods, and also provides fiscal 2015 as a base year.

Fiscal Year	Corus 5 Year Financial Performance[1] ($ Millions)						Corus 5 Year Total NEO Compensation ($ Millions)		Total Direct Compensation as a Percentage of Segment Profit
	Consolidated Segment Profit	Change[2]	Free Cash Flow	Change[2]	Revenues	Change[2]	Total Direct Compensation, as reported[3]	Change[2]	
2015	$277.2	12.9%	$201.2	8.0%	$815.3	13.1%	$8.8	1.7%	3.2%
2016	$411.0		$188.2		$1,171.3		$12.1		2.9%
2017	$578.1		$292.7		$1,679.0		$17.5		3.0%
2018	$575.6		$349.0		$1,647.3		$11.8		2.0%
2019	$585.1		$310.0		$1,687.5		$11.2		1.9%
2020	$509.4		$296.2		$1,511.2		$9.6		1.9%

(1) Financial performance reflects actual results as reported in the Company's Annual Report for each fiscal year.

(2) Change reflects the compound annualized growth rate over the five year period.

(3) Total Direct Compensation reflects Total Compensation as reported in the Summary Compensation Table, excluding Pension and All Other Compensation. The actual value of Total Compensation was significantly less as described in the 'lookback table' included with the five year performance discussion. Total compensation for fiscal 2015 reflects changes in two of the NEOs, including the transition of the CEO position (includes Mr. Murphy, who transitioned from COO to CEO in March 2015, excludes Mr. Cassaday, former CEO), and a meaningfully below target achievement of the STI award in the year. Total compensation for fiscal 2016 reflects changes in two of the NEOs, Ms. Williams and Ms. McNair, and excludes Mr. Gossling, due to the transition of the CFO position in July 2016. Mr. Murphy, Ms. Shaw, Mr. Peddie and Ms. McNair are reflected through the full year period ended August 31, 2016, while Ms. Williams is reflected on an annualized basis for the year ended August 31, 2016. Total compensation for fiscal 2017 reflects changes in two of the NEOs, Mr. McLelland and Mr. Gossling, as well as the impact of payouts under the Company's Integration Incentive Plan at the end of its performance period of April 1, 2016 to August 31, 2017. Total compensation for fiscal 2019 reflects a change to one of the NEOs, Mr. Reeb. In fiscal 2020, the NEOs were unchanged.

The following table compares Total Direct Compensation as reported in the Summary Compensation Table with the Market Value of Total Direct Compensation as at August 31, 2020:

Name	Fiscal Year	Total Direct Compensation [1]	Market Value of Total Direct Compensation [2]	Market Value as Percentage of Total Direct Compensation
Doug D. Murphy President and Chief Executive Officer	2020	$3,806,145	$2,121,081	55.7%
	2019	$4,640,588	$3,065,056	66.0%
	2018	$3,919,507	$2,043,750	52.1%
	2017	$5,153,408	$3,306,753	64.2%
	2016	$3,362,230	$1,729,134	51.4%
John Gossling Executive Vice President and Chief Financial Officer	2020	$1,960,949	$1,152,921	58.8%
	2019	$2,373,116	$1,617,559	68.2%
	2018	$2,016,060	$1,116,970	55.4%
	2017	$2,490,409	$1,604,384	64.4%
	2016 [3]	$316,323	$169,106	53.5%
Heather A. Shaw Executive Chair	2020	$1,289,525	$989,525	76.7%
	2019	$1,300,032	$1,000,000	76.9%
	2018	$1,699,950	$1,400,000	82.4%
	2017	$3,947,860	$2,215,350	56.1%
	2016	$3,663,061	$1,939,094	52.9%
Gregory G. McLelland Executive Vice President, Chief Revenue Officer	2020	$1,473,850	$1,016,255	69.0%
	2019	$1,823,383	$1,481,100	81.2%
	2018	$1,283,467	$876,410	68.3%
	2017	$1,753,073	$1,335,123	76.2%
	2016 [3]	$401,137	$286,746	71.5%
Troy Reeb Executive Vice President, Broadcast Networks	2020	$1,028,872	$785,610	76.4%
	2019	$1,050,624	$894,878	85.2%
	2018	$771,083	$622,499	80.7%
	2017	$1,224,069	$1,024,471	83.7%
	2016 [3]	$385,169	$385,169	100.0%

[1] Based on values determined in Table 5 Summary Compensation Table

[2] Market value determined as follows: Options, if in the money, the difference between the August 31, 2020 closing share price and strike price; DSUs based on the number of units granted plus dividend accretion valued at closing share price at August 31, 2020; PSUs actual value for vested units and estimated value based on performance at August 31, 2020 for unvested units.

[3] Pro-rated compensation reflects employment start dates of April 1, 2016 for Mr. McLelland and Mr. Reeb, and July 4, 2016 for Mr. Gossling

During the five year period ended August 31, 2020, the combined NEO total compensation, as reported in the Summary Compensation Table each year, increased at a compound annualized rate of 1.7%. Total direct compensation as a percentage of segment profit declined overall during the five year period ended August 31, 2020 from 3.2% in fiscal 2015 to 1.9% in fiscal 2020.

The Company's philosophy is to emphasize long-term, variable compensation, whereby the value of outstanding equity-based compensation held by NEOs is linked to the Company's share price performance. The Company's share price of $3.19 as at August 31, 2020 declined 49% over the prior year including the impact of dividends, and was below the issue price for the fiscal 2015 through fiscal 2020 stock option grants. As such, all outstanding NEO stock options issued over the five year period ended August 31, 2020 have a value of $0 as shown in Table 6 – *Outstanding Option-Based and Share-Based Awards*. The value of outstanding DSUs, which can only be redeemed upon termination of employment, also decreased significantly from the grant date value as a result of the share price decline over the five year period ended August 31, 2020. As well, PSUs granted in fiscal 2018 with a performance period ended August 31, 2020 did not vest as described in Table 7 – *Incentive Plan Awards – Value Vested or Earned During the Year*, resulting in no payout on the vesting date. Overall, this reflects a significant decrease from the grant date value of long-term incentives disclosed in the Summary Compensation Table for the five years ended August 31, 2020 as reflected in the above "lookback table". The HRC Committee has considered the impact of Corus' share price on its overall executive compensation program and believes its program provides clear alignment between NEO-realized compensation and shareholder returns.

SUMMARY COMPENSATION TABLE

The following table includes total compensation for each of the NEOs for the three most recently completed fiscal years.

Table 5 - Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary [1]	Share-Based Awards [2]	Option-Based Awards [3]	Non-Equity Incentive Plan Compensation		Pension Value [4]	All Other Compensation [5]	Total Compensation
					Annual Incentive Plans	Long-term Incentive Plans			
Doug D. Murphy	2020	$900,000	$1,518,750	$506,250	$881,145	$ —	$169,000	$63,096	$4,038,241
President and Chief	2019	$900,000	$1,519,848	$506,240	$1,714,500	$ —	$126,000	$11,250	$4,777,838
Executive Officer	2018	$900,000	$1,519,632	$506,275	$993,600	$ —	$131,000	$11,438	$4,061,945
John Gossling	2020	$555,000	$728,438	$242,813	$434,698	$ —	$153,000	$6,937	$2,120,886
Executive Vice President	2019	$555,000	$729,036	$242,816	$846,264	$ —	$133,000	$5,666	$2,511,782
and Chief Financial Officer	2018	$555,000	$727,984	$242,900	$490,176	$ —	$137,000	$5,492	$2,158,552
Heather A. Shaw [6]	2020	$500,000	$ —	$300,000	$489,525	$ —	$294,000	$ —	$1,583,525
Executive Chair	2019	$500,000	$ —	$300,032	$500,000	$ —	$124,000	$ —	$1,424,032
	2018	$900,000	$ —	$299,950	$500,000	$ —	$47,000	$ —	$1,746,950
Gregory G. McLelland [7]	2020	$500,000	$412,500	$137,500	$423,850	$ —	$137,000	$11,250	$1,622,100
Executive Vice President,	2019	$479,167	$330,264	$109,952	$904,000	$ —	$119,000	$5,382	$1,947,765
Chief Revenue Officer	2018	$400,000	$329,392	$110,075	$444,000	$ —	$27,000	$5,417	$1,315,884
Troy Reeb [7]	2020	$450,000	$219,375	$73,125	$286,372	$ —	$271,000	$5,625	$1,305,497
Executive Vice President,	2019	$427,083	$150,084	$50,048	$423,409	$ —	$198,000	$5,000	$1,253,624
Broadcast Networks	2018	$400,000	$120,408	$40,075	$210,600	$ —	$143,000	$5,000	$919,083

[1] Base salary increases, if any, are generally effective as at November 1 for all NEOs. In fiscal 2019, the salary increase for the CRO was effective November 1, 2018, and the salary increase for the Executive Vice President, Broadcast Networks was effective upon his promotion to the role on February 25, 2019. The Executive Chair voluntarily reduced her salary on a temporary basis effective September 1, 2018 and a salary freeze remained in place for the CEO and CFO in fiscal 2019 and fiscal 2020, and was implemented for the CRO and Executive Vice President, Broadcast Networks in fiscal 2020.

[2] Represents the aggregate award of units granted under the PSU and DSU Plans.

PSU Assumptions: The grant date fair value per unit is determined by the 20 day VWAP on the TSX as at August 31, the previous quarter end prior to the awards issuance. The 20 day VWAP on the TSX as at August 31, 2019, 2018, and 2017, was $5.02, $3.96, and $13.84, respectively. The accounting fair value for these awards is based on a Monte Carlo valuation method as at the end of the fiscal quarter, generally November 30 of each year, which follows the actual grant date. The difference between the grant date fair values and accounting values provided in the table below for the fiscal 2020, 2019, and 2018 PSU grants reflects the aforementioned difference in valuation methods as well as a three month difference in timing in the valuation dates.

	Fiscal 2020		Fiscal 2019		Fiscal 2018	
	Grant Date Fair Value	Accounting Fair Value	Grant Date Fair Value	Accounting Fair Value	Grant Date Fair Value	Accounting Fair Value
Fair Value/PSU	$5.02	$5.63	$3.96	$5.43	$13.84	$7.00
Variance to Grant Date Fair Value		$0.61		$1.47		($6.84)

DSU Assumptions: The grant date fair value per unit is determined by the 20 day VWAP on the TSX as at August 31, the previous quarter end prior to the awards issuance. The 20 day VWAP on the TSX as at August 31, 2019, 2018, and 2017, was $5.02, $3.96, and $13.84, respectively. The accounting fair value for these awards is based on the closing share price on the TSX per Class B Non-Voting Share as at the end of the fiscal quarter, generally November 30 of each year, which follows the actual grant date. The difference between the grant date fair values and accounting values provided in the table below reflects the aforementioned three month difference in timing in the valuation dates.

	Fiscal 2020		Fiscal 2019		Fiscal 2018	
	Grant Date Fair Value	Accounting Fair Value	Grant Date Fair Value	Accounting Fair Value	Grant Date Fair Value	Accounting Fair Value
Fair Value/DSU	$5.02	$5.75	$3.96	$4.95	$13.84	$11.75
Variance to Grant Date Fair Value		$0.73		$0.99		($2.09)

[3] Option-Based award values are based on the estimated grant date fair value of the award, calculated by an independent third-party for the purposes of determining the number of options granted to each NEO. The estimated grant date fair value is calculated based on a Binomial option valuation model, as the HRC Committee determined that this method best reflects the high-yield characteristics of the Company's Class B Non-Voting Shares. The Company continues to use a Black-Scholes valuation model to determine the accounting fair value of the awards.

Assumptions	**Fiscal 2020**		**Fiscal 2019**		**Fiscal 2018**	
	Estimated Grant Date Fair Value	**Accounting Fair Value**	**Estimated Grant Date Fair Value**	**Accounting Fair Value**	**Estimated Grant Date Fair Value**	**Accounting Fair Value**
Expected Life in Years	7.5	6.0	7.5	6	7.5	6.1
Risk-free Interest Rate	1.38%	1.50%	2.37%	2.40%	1.94%	0.018
Expected Volatility	38.66%	33.70%	34.86%	31.70%	28.08%	0.218
Expected Dividend Yield	3.92%	4.58%	2.87%	4.90%	9.17%	9.17%
Stock Price / Exercise Price	$5.29	$5.24	$4.19	$4.88	$12.98	$12.43
Fair Value	$1.58	$1.04	$1.28	$0.91	$1.75	0.52
Variance to Estimated Grant Date Fair Value		($0.54)		($0.37)		($1.23)

[4] Includes amounts contributed to the DB SERP for the NEOs in fiscal 2020. Mr. McLelland became a participant in the DB SERP in fiscal 2019 and prior to that, his amounts reflect contributions to the DC Plan.

[5] Aggregate "Other Compensation" is based on actual costs and taxable benefits for the Company's portion of the NEO's Employee Share Purchase Plan contributions and the amount of perquisites received by the NEOs if the perquisites exceeded $50,000 in any of the fiscal years. Mr. Murphy was entitled to perquisites and other benefits, including owned Company vehicle benefits of $36,266 in fiscal 2020. NEOs are entitled to perquisites and other benefits according to Company policy.

[6] In fiscal 2019 and continuing into fiscal 2020, Ms. Shaw voluntarily reduced the level of her base salary on a temporary basis by 44% to $500,000 from $900,000 and maintained the level of prior year reductions in STI and LTI in support of the Company's cost reduction efforts. In fiscal 2018, Ms. Shaw voluntarily reduced the level of all elements of her compensation, including a 5% reduction in base salary, an STI payout which was capped at $500,000, a reduction in LTI such that no DSUs or PSUs were issued and the equivalent of approximately $300,000 was issued in the form of Stock Options, which is less than the previous targeted level of $450,000.

[7] On February 25, 2019, Mr. Reeb was promoted to Executive Vice President, Broadcast Networks, resulting in a base salary increase to $450,000 from $400,000 on a pro-rated basis for fiscal 2019, an increased STI target award level of 65% from 50% of base salary on a pro-rated basis for fiscal 2019 and an increased LTI target award level of 65% from 50% of base salary effective for the fiscal 2020 LTI award grants. In fiscal 2020, Mr. McLelland's LTI award, which was awarded based on an unchanged target percentage of base salary, reflects the impact of an increase in base salary to $500,000 from $400,000 on November 1, 2019.

INCENTIVE PLAN AWARDS

OUTSTANDING OPTION-BASED AND SHARE-BASED AWARDS

Table 6 sets out Options to purchase Class B Non-Voting Shares and share-based awards (PSUs, DSUs) granted by the Company to the NEOs which remain outstanding as at August 31, 2020.

Table 6 — Outstanding Option-Based and Share-Based Awards

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised In-The-Money Options[1]	Number of Shares or Units of Shares that have not Vested	Market or Payout Value of Share-Based Awards that have not Vested[2]	Market or Payout Value of Vested Share-Based Awards not Paid Out or Distributed[3]
Doug D. Murphy	301,300	$5.44	8-May-2027	$ —	898,950	$1,681,648	$714,772
	395,500	$4.88	19-Apr-2026	$ —			
	289,300	$12.43	18-Apr-2025	$ —			
	361,600	$11.60	19-Apr-2024	$ —			
	328,500	$10.38	20-Jul-2023	$ —			
	53,800	$17.58	17-Oct-2022	$ —			
	66,800	$23.27	23-Apr-2022	$ —			
	62,900	$23.67	24-Apr-2021	$ —			
Heather A. Shaw	178,600	$5.44	8-May-2027	$ —	107,650	$343,403	$942,891
	234,400	$4.88	19-Apr-2026	$ —			
	171,400	$12.43	18-Apr-2025	$ —			
	339,300	$11.60	19-Apr-2024	$ —			
	346,700	$10.38	20-Jul-2023	$ —			
	204,700	$23.27	23-Apr-2022	$ —			
	199,100	$23.67	24-Apr-2021	$ —			
John R. Gossling	144,500	$5.44	8-May-2027	$ —	410,860	$741,881	$ —
	189,700	$4.88	19-Apr-2026	$ —			
	138,800	$12.43	18-Apr-2025	$ —			
	173,400	$11.60	19-Apr-2024	$ —			
	27,000	$12.62	18-Jan-2024	$ —			
Gregory G. McLelland	81,800	$5.44	8-May-2027	$ —	204,663	$367,373	$ —
	85,900	$4.88	19-Apr-2026	$ —			
	62,900	$12.43	18-Apr-2025	$ —			
	78,600	$11.60	19-Apr-2024	$ —			
	19,500	$12.62	18-Jan-2024	$ —			
Troy Reeb	43,500	$5.44	8-May-2027	$ —	97,260	$169,812	$ —
	39,100	$4.88	19-Apr-2026	$ —			
	22,900	$12.43	18-Apr-2025	$ —			
	35,700	$11.60	19-Apr-2024	$ —			

(1) Based on the TSX closing share price of $3.19 per Class B Non-Voting Share as at August 31, 2020.

(2) Represents unvested performance-based units granted under the PSU Plan in fiscal years 2020 and 2019 and unvested units granted under the DSU Plan from fiscal years 2016 to 2020. The value for all unvested PSUs is based on the TSX closing share price of $3.19 per Class B Non-Voting Share as at August 31, 2020 times the expected performance factor achieved for the respective grant. For the purposes of this table, PSUs granted in fiscal years 2020 and 2019 are assumed to payout at 25% of target, reflecting the minimum possible performance achievement to-date as at August 31, 2020. The value shown for the PSUs includes the ''dividend equivalent'' which is payable, according to the terms of the PSU Plan, only at such time as the PSUs vest. The value for all unvested DSUs is based on the TSX closing share price of $3.19 per Class B Non-Voting Share as at August 31, 2020 and includes the ''dividend equivalent'' which vests, according to the terms of the DSU Plan, only at such time as the DSUs vest. For Mr. Murphy, the total includes 403,233 unvested DSUs with a market value of $1,286,313.

(3) Vested share-based awards as at August 31, 2020 are comprised of all DSUs granted under the DSU Plan in fiscal years 2008 to 2015, Mr. Murphy's special DSU grants which were granted in fiscal years 2011 and 2010 (100% vested), plus the dividend equivalents on all vested DSUs. The value for these DSUs is based on the TSX closing share price of $3.19 per Class B Non-Voting Share as at August 31, 2020. For Mr. Murphy, the total includes 224,066 vested DSUs with a market value of $714,771.

INCENTIVE PLAN AWARDS — VALUE VESTED OR EARNED DURING THE YEAR

Table 7 sets out the values vested or earned during fiscal 2020 for options to purchase Class B Non-Voting Shares and share-based incentive awards granted by the Company to the NEOs. Also included is the non-equity incentive plan compensation earned by the NEOs in fiscal 2020. No options were exercised by NEOs in fiscal 2020.

Table 7 — Incentive Plan Awards — Value Vested or Earned During the Year

Name	Option-Based Awards — Value Vested During the Year(1)	Share-Based Awards — Value Vested During the Year(2)	Non-Equity Incentive Plan Compensation — Value Earned During the Year(3)
Doug D. Murphy	$7,731	$133,487	$881,145
John R. Gossling	$3,519	$ —	$434,698
Heather A. Shaw	$17,073	$161,018	$489,525
Gregory G. McLelland	$21,096	$ —	$423,850
Troy Reeb	$35,595	$ —	$286,372

(1) Aggregate value is based on the TSX closing share price per Class B Non-Voting Share on the Option vesting dates: $5.24 as at October 19, 2019, $5.44 as at November 8, 2019, $5.62 as at January 20, 2020, and $2.54 as at July 17, 2020. The Options vesting in the year were not 'in the money' on the vesting date.

(2) PSUs granted in fiscal 2018 with a performance period ended August 31, 2020 did not vest as performance metrics were not met. DSUs granted in fiscal 2015 vested on September 1, 2019 and the value vested is based on the closing share price on the TSX of $5.10 per Class B Non-Voting Share as at August 31, 2019 plus a dividend equivalent of $4.78.

(3) The value of Non-Equity Incentive Plan Compensation represents Short-Term Incentive Plan compensation earned for fiscal 2020.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Table 8 sets forth securities authorized for issuance under all equity compensation plans as at August 31, 2020.

Table 8 — Securities Authorized for Issuance Under Equity Compensation Plans

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	6,270,450	$10.23	15,818,267
Equity compensation plans not approved by security holders	—	—	—
Total	6,270,450	$10.23	15,818,267

The security-based compensation plans of the Company, as defined under Section 613 of the TSX Company Manual, are comprised of the Stock Option Plan. The annual burn rate for the Company's Stock Option Plan was 1% for each of the fiscal years 2020, 2019, and 2018. The burn rate is calculated by dividing the number of securities granted during the relevant fiscal year by the weighted average number of Class A Voting Shares and Class B Non-Voting Shares outstanding as at August 31 for the applicable fiscal year.

PENSION PLAN BENEFITS

Table 9 estimates the total benefits accrued under the DB SERP and DC Plan for each NEO as at August 31, 2020 based on assumptions and methods used in the Company's financial statements.

Table 9 — DB SERP

Name	Number of Years of Credited Service[(1)]	Annual Benefits Payable[(2)]		Accrued Obligation at Start of Year	Compensatory Change	Non-Compensatory Change[(4)]	Accrued Obligation at Year End
		At Year End	At Age 65[(3)]				
Doug D. Murphy	16.0	$288,000	$360,000	$4,045,000	$169,000	$149,000	$4,363,000
John R. Gossling	4.1	$45,000	$156,000	$510,000	$153,000	$16,000	$679,000
Heather A. Shaw	13.0	$247,000	$323,000	$3,421,000	$294,000	$216,000	$3,931,000
Gregory G. McLelland	4.4	$41,000	$144,000	$509,000	$137,000	$16,000	$662,000
Troy Reeb	4.4	$71,000	$273,000	$681,000	$271,000	$11,000	$963,000

(1) Participants receive credit for past service while they are a member of the Company's executive leadership team, but past service will only vest when the participant either completes the same number of years of current service or reaches age 65. Credited service amounts include prior service granted in the DB SERP on September 1, 2010 for Mr. Murphy (6 years) and on April 1, 2016 for Mr. McLelland (2.4 years).

(2) Mr. Murphy and Ms. Shaw are 100% vested in all benefits. The total benefits of Mr. Gossling, Mr. McLelland and Mr. Reeb are not vested.

(3) Annual benefit payable at age 65 or attained age, if later. Based on the DB SERP Plan terms, Mr. Murphy's benefit has been capped at 40% of his highest average earnings.

(4) Includes programing refinement for implied service cap under the SERP for Mr. Murphy to match the benefits earned in a year to the corresponding pension cost as required under IAS 19 (accounting standards).

Table 10 provides the DC Plan balances only for contributions made prior to September 1, 2007, for Ms. Shaw and for contributions made prior to the past service credit dates for the purposes of the DB SERP for Mr. Murphy, both of whom are eligible members of the DB SERP as at August 31, 2020.

Table 10 — DC Plan

Name	Accumulated Value at Start of Year	Compensatory	Accumulated Value at Year-End
Doug D. Murphy	$23,000	$ —	$24,000
John R. Gossling	$ —	$ —	$ —
Heather A. Shaw	$606,000	$ —	$667,000
Gregory G. McLelland[(1)]	$ —	$ —	$ —
Troy Reeb	$ —	$ —	$ —

(1) Mr. McLelland was enrolled in the DB SERP effective September 1, 2018, resulting in the transfer of his DC Plan balance to the DB SERP. There is no longer an entitlement for membership in the DC Plan only as a result.

EMPLOYMENT AGREEMENTS

Doug Murphy (CEO)

The Company entered into an employment agreement (the ''Murphy Agreement'') with Doug Murphy, President and Chief Executive Officer. The term of the Murphy Agreement commenced March 30, 2015 and will end on the retirement date of April 30, 2028. The Murphy Agreement provides for Mr. Murphy's base salary which is reviewed every two years. In April 2016, following the Company's acquisition of Shaw Media, a comprehensive benchmarking analysis was conducted, taking into consideration the expanded scope of Mr. Murphy's role. As a result, Mr. Murphy's base salary was increased to $900,000 to ensure alignment with the Company's targeted base salary position within the peer group and to reflect the change in the scope of his position. The Murphy Agreement provides for continued participation in the Company's existing short-term and long-term incentive and retirement plans as set out in this CD&A. This includes a targeted short-term incentive bonus at 100% of base salary and targeted long-term incentive awards which are equal to 225% of base salary. Mr. Murphy will continue to participate in the Company's DB SERP under the same terms as he was previously entitled to. The Agreement also includes a provision for certain perquisites which were estimated to be less than $50,000 on an annual basis.

Mr. Murphy is entitled to certain incremental benefits following a termination ''without cause'' or ''within six months of a change in control'' scenario. The separation package would include a lump sum payment equal to two times the aggregate of Mr. Murphy's annual base salary at the time of separation plus his targeted short-term incentive bonus at 100% of base salary, with pro-rata reductions applicable if separation occurs within two years of the retirement date. In addition, all options granted under the Company's stock option plan would immediately vest. Other LTI incentives granted to Mr. Murphy over his period of employment would be distributed according to the terms of the PSU and DSU Plans, as may be amended from time to time. Under the terms of the Murphy Agreement, two additional years of credited service would apply for the purposes of calculating DB SERP benefits. The Murphy Agreement provides for the continuation of certain employment benefits until the earlier of two years from the date of termination or the retirement date. The separation package is conditional on compliance with certain non-competition, non-solicitation and non-interference provisions that, if breached, would result in a requirement to return any payments already made and the immediate cessation of payments not yet made.

John Gossling (CFO)

The Company entered into an employment agreement (the ''Gossling Agreement'') with John Gossling, Executive Vice President and Chief Financial Officer. The term of the Gossling Agreement commenced July 4, 2016 and will continue unless terminated earlier under the terms of the Gossling Agreement. The Gossling Agreement provides for Mr. Gossling's base salary to periodically be reviewed by the HRC Committee. The Gossling Agreement provides for participation in the Company's existing short-term and long-term incentive and retirement plans as set out in this CD&A. This includes a targeted short-term incentive bonus at 80% of base salary and targeted long-term incentive awards which are equal to 175% of base salary. Mr. Gossling would also be eligible to participate in the Company's DB SERP in accordance with the terms of the plan.

Mr. Gossling is entitled to certain incremental benefits following a termination ''without cause'' or ''within six months of a change in control'' scenario. The separation package would include a lump sum payment equal to 9 months plus 2 months for each year of service to a maximum of 18 months times the aggregate of Mr. Gossling's annual base salary at the time of separation plus his targeted short-term incentive bonus at 80% of base salary. All LTI incentives granted to Mr. Gossling over his period of employment would be distributed according to the terms of the Stock Option, PSU and DSU Plans, as may be amended from time to time. The Gossling Agreement provides for the continuation of certain employment benefits until the earlier of nine months from the date of termination or the date the executive commences new employment. The separation package is conditional on compliance with certain cooperation and non-interference provisions that, if breached, would result in the executive receiving only such payments, benefits or other arrangements as are required by the Minimum Standards Legislation.

TERMINATION AND CHANGE OF CONTROL ARRANGEMENTS

Except for the President and CEO, and the Executive Vice President and CFO, no other NEO has an employment agreement or any other contractual arrangement in connection with any termination or change of control event, other than the conditions provided in the compensation plans of the Company, as summarized below.

Table 11 — Termination and Change of Control Arrangements

	Resignation	Termination for Cause	Involuntary Termination	Retirement Early (age 55-64) Late (age 65+ unless otherwise determined by the Board)	Change of Control
Stock Options	Exercise of vested options within 30 days of termination. The Board may extend the time period for exercise or accelerate the vesting of outstanding options at its discretion.	Immediately forfeited unless otherwise determined at the discretion of the Board.	Exercise of vested options within 30 days of termination. The Board may extend the time period for exercise or accelerate the vesting of outstanding options at its discretion.	Early: Exercise of vested options within 36 months of retirement. Late: Continue to vest until the earlier of the fourth anniversary of retirement and the expiry of the options.[1]	The Board may take actions as it deems appropriate, including the assumption or substitution of options by the relevant controlling entity, accelerated vesting of the options or surrender of the options for cash. If no vesting acceleration is implemented and termination without cause occurs within 12 months of change of control, options vest immediately and are exercisable for 90 days following termination.
PSUs	Forfeited	Forfeited	If vesting occurs during the applicable notice period, PSUs vest in the ordinary course. Remaining PSUs are forfeited.	Early:Continue to vest until the completion of the performance period. Payable amount is prorated to date of retirement based on achievement of vesting targets. Late:Continue to vest until the completion of the performance period. Vested units are paid out at the end of the performance period based on achievement of vesting targets.	The Board may take actions as it deems appropriate, including the assumption or substitution of PSUs by the relevant controlling entity, accelerated vesting of the PSUs or surrender of the PSUs for cash.[2] If no vesting acceleration is implemented and termination without cause occurs within 12 months of change of control, PSUs vest immediately.
DSUs	Forfeited	Forfeited	If vesting occurs during applicable notice period, vest in the ordinary course; remainder forfeited.	Early: Vest on a pro rata basis to the date of retirement.[1] Late: Vest on retirement.	The Board may take actions as it deems appropriate, including the assumption or substitution of DSUs by the relevant controlling entity, accelerated vesting of the DSUs or surrender of the DSUs for cash.
DB SERP	Payment of vested benefits. Reduction of 5% per year if resignation is prior to age 65.	Forfeited	Payment of vested benefits. Participant may receive credit for past service at the discretion of the Company. Reduction of 5% per year if termination is prior to age 65.	Payment of vested benefits. Reduction of 5% per year if retirement is prior to age 65.	Vest immediately, including credit for past service if involuntary termination occurs within six months of change of control.[3]

(1) Continued vesting is generally subject to two year non-competition and non-solicitation provisions, subject to transitional arrangements.

(2) In the event that the price per common share offered to shareholders under the change of control transaction in question is equal to or exceeds the performance conditions contained in a particular PSU grant, the PSUs in question shall vest in their entirety upon the occurrence of the change of control transaction.

(3) If there is an Involuntary Termination within 6 months following a change in the Company's leadership, which is defined as a change in the current CEO or if the Class B Non-Voting Shares of the Company are no longer publicly traded, DB SERP benefits immediately vest, including credit for past service.

Generally, severance entitlements, including STI, payable to NEOs other than Mr. Murphy and Mr. Gossling, due to their employment agreements with the Company, would be determined in accordance with applicable common law requirements. Based on the treatment of other compensation elements described above, certain incremental benefits would be payable by the Company based on the scenarios outlined in Table 11. The benefits described below are valued based on the TSX closing share price for Class B Non-Voting Shares of $3.19 as at August 31, 2020.

Incremental benefits would be payable to Mr. Murphy, in accordance with the terms of his employment agreement, for involuntary termination, including involuntary termination within six months of a change in control. As at August 31, 2020, Mr. Murphy would be entitled to an amount of $3,600,000, which is equivalent to the aggregate of two times his base salary plus his targeted STI incentive bonus at 100% of base salary and the vesting of his stock options, none of which were 'in-the-money' at the measurement date. Under involuntary termination, including involuntary termination within six months of a change in control, Mr. Murphy would receive an additional $852,000 in incremental benefits, representing two additional years of service under the DB SERP.

Incremental benefits would be payable to Mr. Gossling, in accordance with the terms of his employment agreement, for involuntary termination, including involuntary termination within six months of a change in control. As at August 31, 2020, Mr. Gossling would be entitled to an amount of $1,230,250, which is equivalent to nine months of his base salary plus an additional eight months of base salary for his four years of service plus his targeted STI incentive bonus at 80% of base salary. Under involuntary termination within six months of a change in control, Mr. Gossling would receive an additional $469,000 in incremental benefits under the DB SERP.

Incremental benefits would be payable to Mr. McLelland, in accordance with the terms of the DB SERP under involuntary termination within six months of a change in control. In this scenario, Mr. McLelland would receive an additional $400,000 in incremental benefits under the DB SERP.

Incremental benefits would be payable to Mr. Reeb, in accordance with the terms of the DB SERP under involuntary termination within six months of a change in control. In this scenario, Mr. Reeb would receive an additional $745,000 in incremental benefits under the DB SERP.

LONG -TERM INCENTIVE PLAN DETAILS

STOCK OPTION PLAN

Administration	The Stock Option Plan is administered by the Board with delegated authority to the HRC Committee.
Eligibility	Board of Directors, officers and employees of and consultants to the Company and its subsidiaries (collectively, the "Participants").
Vesting and Expiry	Options have a maximum ten year term. Unless otherwise determined by the Board, the Options are not immediately exercisable, but rather 25% of the original grant vests and is exercisable on each of the first, second, third and fourth anniversary of the date of grant. Options granted to Participants expire on the later of the expiry date or ten trading days following the expiration of a black-out period, should the expiry date fall within a black-out period or within nine trading days immediately following a black-out period.
Exercise Price	The exercise price of each Option issued must be at not less than their fair market value, which is defined as being the closing price of the Class B Non-Voting Shares on the TSX on the trading day immediately preceding the date on which the Option is granted or, if such shares are not then listed and posted for trading on the TSX, such other exchange or published market selected by the Board upon which the Class B Non-Voting Shares may be listed and posted for trading. If the Class B Non-Voting Shares did not trade on such date, then the fair market value will be the closing price of the Class B Non-Voting Shares on the relevant exchange on the last previous day on which a sale is reported.
Financial Assistance	The Company does not provide any financial assistance to Participants to facilitate the purchase of Class B Non-Voting Shares under the Stock Option Plan.
Assignment of Awards	Options may not be assigned or transferred by a Participant, otherwise than by will or the laws of descent and distribution during the lifetime of the Participant.

The Board adopted the Stock Option Plan on November 23, 1999, which was subsequently amended and ratified by the shareholders of the Company at the 2007 Annual and Special Meeting. On February 1, 2008, the Company divided each issued and outstanding Class A Voting Share and Class B Non-Voting Share in the capital of the Company on a two-for-one basis, which resulted in the doubling of the number of stock options outstanding as at February 1, 2008, while the strike price for existing options was reduced by one-half.

As required by the TSX, the Stock Option Plan must be presented to the shareholders of the Company for ratification of the unallocated entitlements under an evergreen plan every three years and such ratification was last obtained at the Company's 2019 Annual Meeting. Thereafter, the Stock Option Plan is herein presented to the shareholders of the Company for ratification of the unallocated entitlements under its evergreen plan at the Company's 2022 Annual Meeting.

The Board may amend the Stock Option Plan at its discretion and shareholder approval will not be required for any amendments to the Plan, save and except for any amendments related to:

1. amendments to the amendment provisions of the Stock Option Plan;
2. the maximum number of Shares which are reserved for issuance under the Stock Option Plan (and under any other security based compensation arrangement); and
3. a reduction in the exercise price for Options held by insiders and/or an extension to the term of Options held by insiders.

Any other amendment can be made by the Board without shareholder approval and may include, without limitation, amendments relating to:

1. the vesting provisions of the Plan or any Option granted thereunder;
2. the exercise price or option period of the Plan or any Option granted thereunder for non-insiders;
3. the early termination provisions of the Plan or any Option;
4. the addition of any form of financial assistance by the Company for the acquisition of shares by all or certain categories of participants; and
5. the subsequent amendment of any such provision whether or not the same is more favourable to the participants, the curing of any ambiguity, error or omission in the Plan, the suspension or termination of the Plan or any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

In fiscal 2020, no amendments were made to the Stock Option Plan.

The Stock Option Plan provides that the maximum number of Class B Non-Voting Shares issuable upon the exercise of Options shall not exceed such number which represents ten (10%) of the issued and outstanding Class B Non-Voting Shares. As a result, should the Company issue additional Class B Non-Voting Shares in the future, the number of Class B Non-Voting Shares issuable under the Stock Option Plan will increase accordingly. The Stock Option Plan of the Company is considered an "evergreen" plan, since the Class B Non-Voting Shares covered by Options which have been exercised shall be available for subsequent grants under the Stock Option Plan. Pursuant to amendments made to the Stock Option Plan, the participation by insiders pursuant to the Stock Option Plan is restricted such that the aggregate number of Class B Non-Voting Shares issuable under the Stock Option Plan, combined with all Class B Non-Voting Shares issuable under all other security based compensation arrangements, to insiders, cannot exceed ten (10%) percent of the issued and outstanding Shares at any time; and the number of Shares issued to insiders in the aggregate within any one year period under the Stock Option Plan and all other security based compensation arrangements cannot exceed ten (10%) percent of the issued and outstanding Shares. The number of Shares issuable under Options granted to any eligible individual, within a one year period, under the Stock Option Plan and all other security based compensation arrangements, cannot exceed five (5%) percent of the issued and outstanding Shares at any time.

Since the inception of the Stock Option Plan, 21,197,547 Options have been granted, of which 6,926,390 have either expired or been forfeited and 6,653,707 have been exercised. As at November 23, 2020, 7,617,450 options are currently outstanding, representing 3.72% of the issued and outstanding Class B Non-Voting Shares. There are currently no entitlements under the Stock Option Plan which were previously granted but subject to ratification by the shareholders of the Company.

OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No director or officer of the Company is or has been indebted to the Company in fiscal 2020.

INTEREST OF INFORMED PERSONS

To the knowledge of the Company there are no material interests, direct or indirect, of any informed person of the Company, any Director Nominee, or any associate or affiliate of any informed person or Director Nominee, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has affected or would materially affect the Company.

DIRECTORS' AND OFFICERS' SHAREHOLDINGS

As of November 23, 2020, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over 10.4% of the issued and outstanding Class A Voting Shares and 3.6% of the issued and outstanding Class B Non-Voting Shares.

Heather A. Shaw beneficially owns, directly or indirectly, or exercises control or direction over 3,200 Class A Voting Shares and 3,251,715 Class B Non-Voting Shares. Shaw Family Living Trust and its subsidiaries, associates of Ms. H. Shaw, exercise control or direction over 800 Class A Voting Shares and 1,048,167 Class B Non-Voting Shares which are included in the directors and executive officers total. Ms. H. Shaw does not beneficially own, directly or indirectly, or exercise control or direction over, such shares. This information is included solely to provide additional disclosure to shareholders.

Julie M. Shaw beneficially owns, directly or indirectly, or exercises control or direction over 2,400 Class A Voting Shares and 1,351,749 Class B Non-Voting Shares. Shaw Family Living Trust and its subsidiaries, associates of Ms. J. Shaw, exercise control or direction over 2,400 Class A Voting Shares and 858,027 Class B Non-Voting Shares which are included in the directors and executive officers total. Ms. J. Shaw does not beneficially own, directly or indirectly, or exercise control or direction over, such shares. This information is included solely to provide additional disclosure to shareholders.

DIVIDEND REINVESTMENT PLAN

In fiscal 2009, the Company established the Dividend Reinvestment Plan ("**DRIP**"), through which eligible holders of Class A Voting Shares and Class B Non-Voting Shares who are residents of Canada may reinvest cash dividends paid on their respective shareholdings in additional Class B Non-Voting Shares. Under the terms of the DRIP, the shares may be issued from treasury or purchased on the open market. The price at which Class B Non-Voting Shares may be issued under the DRIP is determined by the Company in accordance with the Plan, issued at a 0% to 5% discount from the average market price per Class B Non-Voting Share.

From November 1, 2009 to August 31, 2018, a 2% discount from the average market price was applied to the Class B Non-Voting Shares issued under the DRIP. Effective September 1, 2018, Corus determined that shares issuable under the DRIP would be satisfied through open-market purchases and that no discount from the average market price would be applied to Class B Non-Voting Shares under the Plan.

PARTICULARS OF OTHER MATTERS

Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted upon such matters in accordance with the best judgment of the person voting the proxy.

2021 SHAREHOLDER PROPOSALS

Shareholder proposals must be submitted no later than October 2, 2021, to be considered for inclusion in next year's Circular for the purposes of the Company's 2021 Annual Meeting of Shareholders.

ADDITIONAL INFORMATION

Corus will provide to any person or company, upon written request to the Director, Investor Relations, of the Company, at Corus Quay, 25 Dockside Drive, Toronto, Ontario, M5A 0B5, a copy of its comparative audited consolidated financial statements for the year ended August 31, 2020, together with the report of its auditors thereon and related Management's Discussion and Analysis (''MD&A''), and any interim financial statements filed subsequently and related MD&As.

Additional information relating to the Company can be found on SEDAR at www.sedar.com or on the Company's website at corusent.com.

CERTIFICATE

The contents of this Circular and the sending thereof to the Shareholders of the Company have been approved by the Board.

Toronto, Ontario, December 10, 2020

By Order of the Board of Directors

DOUGLAS D. MURPHY

President and CEO

CORPORATE GOVERNANCE

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Company (the ''Board'') endorses the principle that sound corporate governance practices (''Corporate Governance Practices'') are important to the proper functioning of the Company and the enhancement of the interests of its shareholders. The Board regularly assesses emerging best Corporate Governance Practices and is committed to adopting any such practices that are appropriate for the Company.

The Company, as a Canadian reporting issuer with securities listed on the Toronto Stock Exchange (''TSX''), has adopted Corporate Governance Practices which comply with rules adopted by the Canadian Securities Administrators (''CSA'').

This statement of Corporate Governance Practices, prepared as at November 23, 2020, is made in accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices* (''NI 58-101'') and was prepared by the CG Committee of the Board and approved by the Board.

Board of Directors

Disclose the identity of directors who are independent.

The independent Director Nominees of the Company are Fernand Bélisle, Michael Boychuk, Alex Carloss, Stephanie Coyles, Michael D'Avella, Sameer Deen, Mark Hollinger and Barry James. None of these directors are employees or executive officers of the Company, are party to any material contracts with the Company or receive any material fees from the Company other than as directors. In addition, the Board believes that all of these directors are independent and free from any interests in or relationships with the significant shareholder or any of its affiliates.

Disclose the identity of directors who are not independent and describe the basis for that determination.

The Board is responsible, through the CG Committee, for determining whether or not each director is independent. An analysis of all direct and indirect relationships of the directors with the Company and its subsidiaries is conducted to determine whether any material relationships, as defined in National Instrument 52-110 *Audit Committees* (''NI 52-110''), exist in making this determination. On that basis, three Director Nominees of Corus have been identified as non-independent due to a direct material relationship with the Company as follows: Doug Murphy, the President and CEO of the Company, Heather Shaw, the Executive Chair and a director of SFLT, and Julie Shaw, Vice Chair and a director of SFLT.

Voting control of the Company is held by SFLT and its subsidiaries. The sole trustee of SFLT is a private company controlled by a board comprised of seven directors, including as at November 23, 2020, Heather Shaw, Julie Shaw, three other members of their family and two independent directors. As at November 23, 2020, SFLT and its subsidiaries hold 2,885,530 Class A Voting Shares, representing approximately 85% of the outstanding Class A Voting Shares, for the benefit of descendants of the late JR Shaw and Carol Shaw. The only other person or company, to the knowledge of the Company, its directors or officers, who owns beneficially, directly or indirectly, or exercises control or direction over in excess of 10% of any class of the voting securities of the Company is Cathton Investments Ltd., a company controlled by Catherine Roozen, an independent director of Corus. Cathton Investments Ltd. holds 343,332 Class A Voting Shares, representing approximately 10% of the outstanding Class A Voting Shares. Ms. Roozen will not stand for re-election to the Board at the Meeting.

Disclose whether a majority of directors are independent.

The Board has determined that eight of the eleven Director Nominees of the Company are independent.

If a director is presently a director of any other issuer that is a reporting issuer in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

Corporate directorships for each director of the Company are listed in Table 1 — Director Nominees.

Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of fiscal 2020.

At each meeting of the Board and its Committees, regular in-camera meetings occur without management present, which allows for private and more open discussions. In addition, at least quarterly or more frequently if required, the independent directors hold meetings at which members of management and non-independent directors are not in attendance. The Independent Lead Director, Fernand Bélisle, serves as Chair for the Board during in camera sessions and the meetings of independent directors. The independent Chair of each Committee conducts in camera sessions at all regularly scheduled Committee meetings. In fiscal 2020, the number of such meetings is disclosed in Table 3 — Summary of Meetings for Directors in fiscal 2020.

Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities.

The CG Committee is responsible for monitoring the Board's relationship with management, the CEO and the Executive Chair. Heather Shaw, Executive Chair of the Company and Chair of the Board, is not an independent director. The Company has instituted structures and processes to facilitate the functioning of the Board independently from management when needed.

In keeping with the Company's commitment to good Corporate Governance Practices, the Company maintains separation between the positions of Executive Chair and CEO of the Company. In addition, effective January 13, 2016, the Board appointed Fernand Bélisle as Independent Lead Director for the Company. The Independent Lead Director was appointed to perform, on an interim basis, the duties of the Chair and Vice-Chair of the Board in their absence and to ensure that there is a process available to deal with issues or comments which any director may have in relation to the independence and overall functioning of the Board and its Committees. The Independent Lead Director meets with the President and CEO on an annual basis and chairs all meetings of the Independent members of the Board.

Disclose the attendance record of each director for all board meetings held since the beginning of fiscal 2020.

The Board meeting attendance record for each director of the Company in fiscal 2020 is listed in Table 1 — Director Nominees.

Board Mandate

Disclose the text of the board's written mandate.

The Board of Directors has adopted a written Charter which is attached to this Circular as Schedule A.

Position Descriptions

Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. Disclose whether or not the board and CEO have developed a written position description for the CEO.

The Board has approved position descriptions for the Committee Chairs, as well as the Executive Chair, Vice Chair and Independent Lead Director which are reviewed on an annual basis by the CG Committee.

The Company has developed a written position description for the CEO which the Board has reviewed and approved. In addition, the CEO establishes annual objectives which are reviewed and subsequently approved by the HRC Committee and then reviewed by the full Board. These objectives include the general mandate to maximize shareholder value and to fulfill the strategic and operating plans of the Company. The HRC Committee and the Board reviews performance against these objectives at least annually through formal discussions and a CEO performance survey which is periodically completed on an anonymous basis by all directors.

Orientation and Continuing Education

Briefly describe what measures the board takes to orient new directors regarding (i) the role of the board, its committees and its directors, and (ii) the nature and operation of the issuer's business.

New directors, and any current directors wishing a refresher course, attend a full day, interactive orientation session and facility tour at which the management team provides a detailed overview of the Company's strategy, business segment operations, finances, technologies, regulatory operating environment and corporate structure. In addition, all Board members are provided with a highly detailed Director's Manual which includes materials such as the Charters of the Board and its Committees, governance practices and compliance, annual continuous disclosure filings, industry regulatory framework, key corporate policies including, but not limited to, the Company's Code of Business Conduct, Insider Trading Guidelines and Disclosure Policies and operational information. This manual is updated annually, or more frequently as necessary. As well, all Board members have access to an online archive of Board materials dating back several years, including but not limited to Strategic Plans, Operating Plans and Board Education sessions. The Chair of the CG Committee is responsible for ensuring that new directors receive all appropriate materials relating to Board and Committee policies, procedures and the individual's role as a director of the Company in general, and is the key contact for questions from existing and new directors concerning any corporate governance matters.

Briefly describe what measures, if any, the board takes to provide continuing education for its directors.

The Company has a formal and scheduled ongoing education process for its directors, which is reviewed and approved by the CG Committee on a quarterly basis, relating to corporate and industry initiatives. The CEO, CFO and other members of executive management also make regular quarterly presentations to the Board on the main areas of the business, covering key strategic, operational, competitive and regulatory matters in addition to reviewing the current performance of the Company. In addition to these ongoing programs directors may be reimbursed, up to a lifetime maximum of $7,500 and with pre-approval from the Executive Chair, for external educational programs to assist in their development as a director of the Company.

Educational opportunities provided to the directors in fiscal 2020 are noted in the table below:

Fiscal 2020 Board Education

Subject	Attendees	Timing
Corporate governance updates including emerging best practices and developments in securities regulations.	CG Committee	Quarterly
Audit governance, emerging best practices and IFRS updates	Audit Committee	Quarterly
Compensation trends, benchmark comparative analysis, information on executive compensation disclosure requirements and pension plan governance issues	HRC Committee	Quarterly
Key Initiatives Review	Entire Board	October 2019
Content Partnerships and Coproduction Framework Review	Entire Board	January 2020

Ethical Business Conduct

Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code: (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the board monitors compliance with its code; and (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.

The Company has adopted a Code of Business Conduct (the ''Code'') and related policies, including a Respect at the Workplace Policy, which apply to all of its employees, officers and directors. The Company has designated its General Counsel as the key contact for employees, officers and directors to discuss any issues in relation to the Code. The Code and Charters of the Board and its Committees can be found on the Company's website at www.corusent.com in the Investor Relations section. All directors and officers of the Company, including the CFO and CEO, confirm that they have read and are in compliance with the Code on an annual basis. This process is monitored by the CG Committee through an annual report from executive management, which includes a review of any issues arising from non-compliance with the Code. There were no waivers of the Code in fiscal 2020. The Company, through a third party, also maintains a confidential, anonymous 24-hour employee telephone hotline for the submission of complaints related to accounting, internal controls or ethical issues. Reports are investigated by management as they occur and reviewed quarterly by the Audit Committee, CG Committee and HRC Committee of the Board.

Describe any steps the board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.

The Company has in place a Related Party Transactions Policy which the CG Committee reviews on an annual basis. The CG Committee has a quarterly formal review process in place for any transactions and agreements that may occur between the Company and its directors, officers, shareholders and other related parties. In addition, transactions and agreements may be discussed during in camera sessions and meetings of the independent members of the Board. If a director or executive officer has a material interest in any transaction or agreement with the Company, they do not participate or otherwise interfere with any decisions made by the Company. In addition, the Board has on prior occasions determined to appoint a special committee comprised of independent directors to undertake a review of any potentially material transactions and may do so in the future, as appropriate.

Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.

The Company has adopted Disclosure Controls and Procedures, a Disclosure Policy, Respect at the Workplace Policy, Privacy Policy and Insider Trading Guidelines which govern the conduct of employees, officers and directors. These policies and guidelines are reviewed by the appropriate Committees of the Board on an annual basis.

Nomination of directors

Describe the process by which the board identifies new candidates for board nomination.

The CG Committee has the mandate to recommend new candidates for the Board, review credentials of nominees for election, recommend candidates for filling vacancies on the Board, recommend candidates for Independent Lead Director and ensure qualifications are maintained. The CG Committee may retain, at the expense of the Company, any such external director recruitment firms it deems appropriate to assist with the identification of new candidates.

The CG Committee conducts an annual review and makes recommendations to the Board regarding the composition, size, structure and expertise required by the Board and its Committees. In identifying candidates for election or appointment to the Board, the Committee recognizes the benefits of diversity and seeks to select candidates whom, by virtue of their differing skills, areas of expertise, professional and personal backgrounds, geographic location and independence, are best able to contribute to the direction of the business and affairs of the Company.

Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.

The members of the CG Committee are Mark Hollinger (Chair), Michael D'Avella and Julie Shaw. Two members of the CG Committee, Mark Hollinger and Michael D'Avella, are independent. In considering new nominations to the Board, the CG Committee reviews names and CVs which are submitted to the CG Committee by other directors or independent outside advisors and interviews are conducted by one or more CG Committee members as well as members of management and the Board. To encourage an objective nomination process, the CG Committee reviews the Company's Board competencies grid to determine if any gaps exist that might be filled by the candidates under consideration. The candidate's background is also scrutinized to determine whether or not there are any interlocking directorships with current directors.

Describe the responsibilities, powers and operation of the nominating committee.

The CG Committee has a mandate to develop the Company's approach to all aspects of corporate governance in accordance with emerging best practices and applicable regulatory requirements. The full Charter of the CG Committee is available in the Investor Relations section of the Company's website at www.corusent.com.

The CG Committee is responsible for assessing the effectiveness of the Board, its Committees and individual directors and recommending to the Board any changes, as required. The CG Committee conducts an annual review of the mandate, size, skills matrix and composition of the Board and its Committees to ensure the appropriate structure is in place to address the Company's governance requirements. A formal survey of the directors, in the form of a confidential questionnaire, is also conducted by an independent third-party advisor every two years and reviewed by the CG Committee as part of the assessment process. This assessment includes reviews on the performance of the Board and Committees of the Board as well as individual peer reviews for each director.

The CG Committee recommends appropriate nominees for election to the Board and ensures new directors receive appropriate orientation and materials. Development opportunities are reviewed by the Committee and recommended to the Board with the objective of providing continuing education to existing directors.

The CG Committee recognizes the desirability of directors being able to consult outside professional advisors and has developed a process to facilitate obtaining such advice at the expense of the Company in appropriate circumstances.

Compensation

Describe the process by which the board determines the compensation for the issuers' directors and officers.

Directors: See page 23 under "*Director Compensation*"

Officers: See page 30 under "*Compensation Decision Making — Review and Approval Process*"

Disclose whether or not the board has a compensation committee composed entirely of independent directors.

The members of the HRC Committee are Catherine Roozen (Chair), Fernand Bélisle and Michael Boychuk. All members of the Committee are independent. Ms. Roozen will not stand for re-election at the Meeting and a new Chair of the HRC Committee will be appointed following the election of directors at the Meeting.

Describe the responsibilities, powers and operation of the compensation committee.

See page 29 under "*Role of the Human Resources and Compensation Committee*" and the HRC Committee Charter which is attached as Schedule B to this Circular.

If a compensation consultant or advisor has, at any time since the beginning of fiscal 2020, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

See page 30 under "*Executive Compensation Consulting Fees*".

Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

Audit Committee

The Audit Committee is mandated to oversee the retention, independence, performance and compensation of the Company's independent auditors and the establishment of the Company's risk management, internal controls and information systems. The Audit Committee is permitted and encouraged to consult with management, internal auditors and external auditors on matters related to the Company's annual audit and certain internal procedures.

The Committee's responsibilities include receiving and approving the Company's quarterly consolidated financial statements, financial reporting procedures, internal audit plan and the external audit plan, terms of engagement and fees of the external auditors. The Committee monitors the performance of the Company's internal and external auditors and also, in particular, is responsible for ensuring the adequacy and effectiveness of internal control over financial reporting and information systems. The Committee reviews and recommends for approval, the annual consolidated financial statements prior to their approval by the Board.

The members of the Audit Committee are Barry James (Chair), Michael Boychuk, Michael D'Avella and Mark Hollinger. All of the Committee members are independent and financially literate, as per the CSA requirements of NI 52-110.

The full Charter of the Audit Committee is available in the Annual Information Form and in the Investor Relations section of the Company's website at www.corusent.com.

Executive Committee

Subject to the Company's Articles, the Executive Committee has been delegated all of the powers that may be delegated to an Executive Committee under the Company's governing statute, being the *Canada Business Corporations Act*. The Executive Committee meets only on an "as needed" basis to address timely issues when it is not possible to convene a meeting of the entire Board.

The members of the Executive Committee are Heather Shaw (Chair), Doug Murphy, Mark Hollinger, Barry James and Catherine Roozen. Ms. Shaw and Mr. Murphy are non-independent directors.

Effective October 21, 2020, the Executive Committee was dissolved and is no longer a Committee of the Board.

Assessments

Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments.

The CG Committee is mandated to monitor the quality of the relationship between management and the Board of Directors, to assess the effectiveness of the Board, its Committees and individual directors and to recommend improvements to enhance the effectiveness of the Board. The CG Committee has adopted a formal process in this regard and, every two years, conducts a survey of directors in the form of a confidential questionnaire, which is pre-approved by the CG Committee, on effectiveness of the operations of the Board and their respective Committees and a director's self-evaluation using an outside and independent resource. The independent resource compiles the survey data and highlights, for the CG Committee, areas of strengths and those areas which could be strengthened. The results are shared with the Board following a formal review by the CG Committee.

It is also the responsibility of the Chair of the Board to ensure effective operation of the Board in fulfilling its mandate. The Chair of the Board discusses directly with the Chair of each Committee, the mandate and functioning of the respective Committees. Recommendations from the Committees regarding their effectiveness are reviewed with the CG Committee.

Director Term Limits and Other Mechanisms of Board Renewal

Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.

See page 18 under "*Board Diversity*"

Policies Regarding the Representation of Women on the Board

Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.

See page 18 under "*Board Diversity*"

Consideration of the Representation of Women in the Director Identification and Selection Process

Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board.

See page 18 under "*Board Diversity*"

Consideration Given to the Representation of Women in Executive Officer Appointments

Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments.

See page 19 under "*Management Diversity*"

Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.

See page 18 under "*Board Diversity*"

Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.

See page 19 under "*Management Diversity*"

Number of Women on the Board and in Executive Officer Positions

Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.

See page 18 under "*Board Diversity*"

Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.

See page 19 under "*Management Diversity*"

SCHEDULE A — BOARD OF DIRECTORS CHARTER

The board of directors (the "Board'') of Corus Entertainment Inc. (the ''Company'' or ''Corus Entertainment'') is elected by shareholders and is responsible for the stewardship of the activities and affairs of the Company. The Board seeks to discharge such responsibility by reviewing, discussing and approving the overall strategic direction and policy framework for Corus Entertainment and supervising management to oversee that the strategic planning and organizational structure preserve and enhance the business of the Company and its value. Corus Entertainment's management is responsible for the day-to-day conduct of the business. The Board expects management to set standards of conduct, including the Company's general moral and ethical tone, compliance with applicable laws, standards for financial practices and reporting, qualitative standards for operations and products and other standards that reflect the views of the Board as to the conduct of the business in the best interests of the Company. The Board also establishes guidelines for its own performance.

The Board of Directors discharges its responsibilities both directly and by delegation through Board Committees.

The key stewardship responsibilities of the Board are to approve the Company's goals, strategies and plans, and the fundamental objectives and policies within which the business is operated, and evaluate the performance of executive management.

Other principle duties, which may be carried out directly or via one or more committees, include, but are not limited to the following categories:

Appointment of Management

1. The Board is responsible for appointing a chief executive officer (the "CEO") and monitoring and evaluating their performance, providing for adequate succession to that position, and replacing the CEO when appropriate.
2. The Board will appoint the other senior officers of the Company and monitor their performance, overseeing that there is adequate succession to their positions and programs to develop management, and that they are replaced when appropriate.
3. In approving the appointment of the CEO and all other senior management, the Board will, to the extent feasible, satisfy itself as to the integrity of these individuals and that they create a culture of integrity throughout the Company.
4. The Board is responsible for monitoring the progress of the CEO in achieving acceptable current financial results relative to corporate objectives, budgets, and the economic environment, and in developing the resources necessary for future success. These resources include:
   - 4.1. management competence, organization and depth;
   - 4.2. fixed assets;
   - 4.3. marketing capability - customer loyalty, distribution organization, market knowledge and so on;
   - 4.4. work force and employee relations;
   - 4.5. financial resources, including relations with the financial community;
   - 4.6. reputation; and
   - 4.7. corporate culture.
5. The Board will collectively and individually respond constructively to requests for advice and assistance from the CEO.
6. The Board from time to time delegates to senior management the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and are subject to the prior approval of the Board.
7. The Board assesses and revises the Company's executive compensation policy, monitors its implementation with special attention devoted to the executive group and assesses whether it continues to be appropriate to, among other things, better align management's interests with those of the shareholders. This includes establishing minimum shareholding requirements for senior management.

Strategic Planning

8. The Board is responsible for fostering the long-term success of Corus Entertainment.
9. The Board will review with management the purpose and mission of the Company, its objectives and goals, and the strategies it proposes to use to achieve them.
10. The Board monitors the Company's progress toward its goals and plans, and revises and alters its direction to

management in light of changing circumstances affecting the Company.

11. The Board is responsible for participating in the development of, and reviewing and approving, the business, financial and strategic plans by which it is proposed that the Company may reach those goals.

Monitoring of Financial Performance and Other Financial Reporting Matters

12. The Board is responsible for overseeing corporate financial operations, including:
    - 12.1. capital structure management, maintaining reasonable financial flexibility and safety while achieving an appropriate return on equity;
    - 12.2. financial results reporting;
    - 12.3. allocation of assets, providing for increased investment in areas of high return while withdrawing funds from areas producing inadequate returns;
    - 12.4. maintaining access to suitable sources of new capital;
    - 12.5. pension funds and other major employee benefit programs;
    - 12.6. dividend pay-out policy and action;
    - 12.7. selection of outside auditors for approval by the shareholders; and
    - 12.8. insurance.
13. The Board is responsible for approving the audited financial statements, management's discussion and analysis accompanying such financial statements and the annual earnings press release.
14. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Articles, including the payment of dividends, purchase and redemptions of securities, acquisitions and dispositions.

Risk Management

15. The Board is responsible for overseeing the identification by the Company of the principal risks of the Company's business and that management has implemented and is monitoring systems to effectively manage these risks.
16. The Board is responsible for implementing and ensuring that systems are in place to monitor and maintain the integrity of the Company's internal control and management information systems.

Policies and Procedures

17. The Board is responsible for:
    - 17.1. approving and assessing compliance with all material policies and procedures by which the Company is operated; and
    - 17.2. approving key policies and procedures designed to ensure that the Company operates at all times within applicable laws and regulations.
18. The Board is responsible for supporting a corporate culture of integrity and responsible stewardship.
19. The Board shall enforce the commitment of its members to respecting confidential treatment of the Company's proprietary information and the confidentiality of Board deliberations.
20. The Board is responsible for satisfying itself that the Company has in place appropriate environmental, health and safety policies, having regard to legal, industry and community standards, and that there are appropriate management systems to monitor the effectiveness of those policies.
21. The Board is responsible for:
    - 21.1. overseeing the accurate reporting of the financial performance and condition of the Company to shareholders, other securityholders and regulators on a timely and regular basis; and
    - 21.2. ensuring the integrity and adequacy of internal controls and management information systems.
22. The Board is responsible for enhancing congruence between shareholder expectations, the Company's plans and management performance.
23. The Board is responsible for ensuring that systems are in place for communication and relations with stakeholder groups, including, but not limited to, shareholders, the investing public, employees, the financial community, and the communities in which Corus Entertainment operates, as well as Heritage Canada and the Canadian Radio-television and Telecommunications Commission. The Board also monitors system effectiveness and significant sensitive and legally required communications.
24. The Board oversees Company procedures which accommodate stakeholder feedback.

Board Organization

25. The Board is responsible for fostering its fiduciary obligation to the Corporation by ensuring that the best interests of Corus Entertainment prevail over any individual business interests of any member of the Board.
26. The Board is responsible for representing and safeguarding the interests of all shareholders while recognizing that the interests of employees, customers, suppliers, and the general public must also be taken into account for the enterprise to continue being able to serve its owners.
27. The Board will receive recommendations from its Corporate Governance Committee, but retains responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Executive Chair, the selection of the Vice Chair, the selection of the Independent Lead Director of the Board, if applicable, candidates nominated for election to the Board, committee and committee chairperson appointments, committee charters and director compensation.
28. The Board may establish committees of the Board, where required or prudent, and define their mandate. The Board may delegate to Board committees matters it is responsible for, including the approval of compensation of the Board and management, the conduct of performance evaluations and oversight of internal controls systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
29. The Board will oversee orientation and education program for new directors and ongoing educational opportunities for continuing directors.

Certain Individual Responsibilities of the Members of the Board

30. Each member of the Board is expected to attend all meetings of the Board, unless adequate notification of absence is provided.
31. Each member of the Board is expected to have reviewed all materials provided in connection with a meeting in advance of such meeting and be prepared to discuss such materials at the meeting.

Review and Disclosure

The Board shall review and reassess the adequacy of this Charter for the Board of Directors periodically and otherwise as it deems appropriate and amend it accordingly. The performance of the Board shall be evaluated with reference to this Charter.

This Charter shall be disclosed on the Company's website and this Charter or a summary of it which has been approved by the Corporate Governance Committee shall be disclosed in accordance with all applicable securities laws or regulatory requirements.

SCHEDULE B — HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

1. **Mandate**
   1.1. The mandate of the Human Resources and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Corus Entertainment Inc. (the "Company") is to assist the Board in fulfilling its oversight responsibilities relating to the effectiveness of the Company's compensation policies and processes in fostering equitable and competitive compensation. This will be accomplished by reviewing the design and competitiveness of the Company's overall compensation and benefits program, including compensation risk oversight, and for reviewing and recommending executive compensation policies to the Board for approval and reviewing, approving and reporting the compensation of the Company's senior executives to the Board. Additionally, the Committee is responsible for reviewing the Company's management development and succession plans for senior executives and recommending to the Board the appointment of all members of the Executive Leadership Team (except the Executive Chair and the Chief Executive Officer).
2. **Composition and Operations**
   2.1. Following each annual meeting of the shareholders of the Company, the Board shall elect from its number a Human Resources and Compensation Committee consisting of no fewer than three directors (the "members"), none of whom are employees of the Company or a subsidiary of the Company and all of whom are independent directors within the meaning of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines, and any other applicable regulatory rules, as determined by the Board through the Corporate Governance Committee. All members must have an understanding of human resource issues, including compensation, succession planning and executive development. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.
   2.2. The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "Chair"). In the absence of the appointed Chair of the Committee from any meeting, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
   2.3. 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.
   2.4. The Committee shall meet at least quarterly and as often as it deems necessary to perform the duties and discharge its responsibilities as described herein in a timely manner. Special meetings shall be authorized at the request of any member of the Committee or at the request of the Chief Executive Officer or the Executive Vice President, People and Communications.
   2.5. The Committee has access to the Company's senior management and documents as required to fulfill its responsibilities and is provided with the resources necessary to carry out its responsibilities.
   2.6. The Board shall be kept informed of the Committee's activities by a report following each Committee meeting. The person designated to act as secretary shall prepare minutes of all meetings, to be filed in the corporate records.
   2.7. 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.
   2.8. The secretary to the Committee shall be either the Corporate Secretary or a person, who need not be a director, designated by the Chair.
   2.9. 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.
   2.10. A quorum for the transaction of business at a meeting shall consist of not less than a majority of the members of the Committee. 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 also meet at each meeting of the Committee without management or non-independent directors present, unless otherwise

determined by the Chair. The Committee may act by means of a written resolution signed by all members entitled to vote on the matter.

2.11. 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 Chair. If the Chair faces a potential or actual conflict of interest, the Chair shall advise the Executive Chair. If the Chair, or the Executive Chair, as the case may be, 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.

2.12. 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.

2.13. Both the Executive Chair and the Chief Executive Officer of the Company may attend meetings of the Committee in a non-official and non-voting capacity with the consent of the Committee.

3. **Duties and Responsibilities**

The Committee has the responsibilities and powers set forth in this Charter:

General

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

3.2. The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

3.3. The Committee shall meet separately, periodically, as it deems appropriate, with management.

3.4. The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.

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

Specific Duties and Responsibilities

3.6. The Committee shall annually review and recommend to the Board changes to the Company's compensation programs and policies to seek alignment with the strategic and operating plans of the Company, having regard to compensation risks and risk mitigation practices in the context of the Company's overall risk, and in particular the compensation programs, policies and processes for the Company's executive leadership team.

3.7. The Committee shall annually review and approve for recommendation to the Board the Chief Executive Officer's objectives for the year, and evaluate the performance of the Chief Executive Officer against predetermined goals and criteria, having regard to the Chief Executive Officer's general mandate to maximize shareholder value and to fulfill the strategic and operating plans of the Company.

3.8. The Committee shall annually review the independence and performance of the Committee's independent compensation advisors, if any.

3.9. At least biennially, the Committee shall review the level and form of compensation of the Executive Chair, considering peer practices and the duties and responsibilities of the Executive Chair, and recommend to the Board the amount of compensation to be paid to the Executive Chair. The Executive Chair and the Chief Executive Officer may not be present during voting or deliberations on the Executive Chair's compensation arrangements.

3.10. At least biennially the Committee shall review the level and form of compensation of the Chief Executive Officer, and recommend to the Board the amount of compensation to be paid to the Chief Executive Officer. The Chief Executive Officer may not be present during voting or deliberations on their compensation arrangements.

3.11. The Committee shall review and, with the exception of the employment contract or other hiring packages for the Executive Chair and the Chief Executive Officer, approve any initial employment contracts or other hiring packages to be entered into with senior executives.

3.12. The Committee shall discuss and comment on any proposed termination packages to be entered into with senior executives and any material changes to the terms of such contracts. The decision to terminate employment for senior executives rests with the Chief Executive Officer, with the exception of the Executive Vice President, People and Communications for whom the Committee must provide pre-approval and the further exception of the Executive Vice President, Chief Financial Officer for whom the Audit Committee must provide pre-approval.

3.13. The Committee shall annually review the Chief Executive Officer's evaluation of the performance of the other executive leadership team members of the Company and the Chief Executive Officer's recommendations with respect to the amount of compensation to be paid to the other executive leadership team members.

3.14. The Committee shall annually recommend to the Board the criteria by which the performance for the forthcoming year will be judged for short-term incentive plan purposes and subsequently assess the Company's performance against those criteria.

3.15. The Committee shall review and approve the composition and use of comparator groups used in assessing compensation payable to the Executive Chair and the Chief Executive Officer and other senior executives.

3.16. The Committee shall review and report to the Board on recommendations from management for material changes in the form and structure of executive compensation programs (including their design, measurement and proposed payouts/targets), encompassing base salary, short-term and long-term incentive programs, pension, benefits and executive loans.

3.17. The Committee shall assist the Board by reviewing annually the effectiveness of the Company's human resource development, succession planning (except in respect of the Executive Chair and the Chief Executive Officer) and performance evaluation programs.

3.18. The Committee shall review the Corporation's employee engagement survey results.

3.19. The Committee shall review and report to the Board on the Company's succession plan for senior management positions excluding the Company's succession plan for the position of President and Chief Executive Officer which shall be reviewed and approved by the Board. The Committee shall submit recommendations to the Board for approval in respect of the appointment of all senior executives (except the Executive Chair and the Chief Executive Officer).

3.20. The Committee shall review as required and recommend for approval to the Board any proposed amendments to the Company's pension plans that materially impact costs, benefits, plan eligibility or plan establishment/termination, and review periodic reports regarding the investment of the pension and retirement plans.

3.21. The Committee shall review and/or approve such other matters relating to human resource issues as are specifically delegated to it by the Board.

3.22. The Committee shall review and monitor the Company's labour relations strategy and collective bargaining results.

3.23. The Committee shall review and approve any public disclosure requirements regarding executive compensation and related matters as may be required by securities regulatory authorities or others.

3.24. The Committee shall review annually and, as necessary, recommend to the Board for approval revisions to the position description of the Chief Executive Officer.

3.25. The Committee shall review on a quarterly basis, reports of employee complaints relating to ethical, leadership and culture issues.

3.26. The Committee shall report to the Board on the activities of the Committee with respect to the foregoing matters at each Board meeting and at any other time deemed appropriate by the Committee or upon request of the Board.

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