

**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 shall review and approve 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.