

Charter of the Corporate Governance Committee

Board of Directors of Corus Entertainment Inc.

Mandate

The mandate of the Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Corus Entertainment Inc. (the “Company”) in fulfilling its oversight responsibilities with respect to governance issues in accordance with good corporate practice and applicable regulatory requirements. In particular, this includes providing advice and guidance in relation to the role, composition, structure, independence and effectiveness of the Board in performing and fulfilling its responsibilities. The Committee is also responsible for assisting the Board in its oversight of environment, social and governance (“ESG”) strategy, risk, planning and reporting.

Composition and Operations

- The Committee will be composed of three (3) or more outside directors, a majority 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 and as determined by the Committee on an annual basis. Members of the Committee should have an understanding of issues related to corporate governance or be willing and able to acquire the necessary knowledge quickly.
- In fulfilling its responsibilities set out in this Charter, the Committee has the authority to conduct any investigation it deems appropriate and access to any officer, employee or agent of the Company for the purpose of fulfilling its responsibilities.
- The Board will 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 will elect a Chair from those in attendance to act as Chair of the meeting.
- Any member of the Committee may be removed or replaced at any time by the Board and will automatically cease to be a member of the Committee upon ceasing to be a director. The Board will 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.
- The Committee will meet at least four (4) times a year and will have an in camera portion without management at all regularly scheduled Committee meetings. It may also meet as often as it deems necessary to perform the duties and discharge its responsibilities as described herein in a timely manner. Special meetings may 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 and General Counsel.
- 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.
- The Board will be kept informed of the Committee’s activities by a report following each Committee meeting. The person designated to act as secretary will prepare minutes of all meetings, to be filed in the corporate records.
- The Committee may engage services of independent outside advisors or counsel at the expense of the Company in consultation with the Executive Chair and set compensation for these advisors.

- The secretary to the Committee will be either the Corporate Secretary or a person designated by the Chair (who need not be a director).
- Notice of each meeting of the Committee will 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 will 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.
- A quorum for the transaction of business at a meeting will consist of a majority (51%) 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 will 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. 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.
- 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.
- 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 will be responsible for alerting the Chair. If the Chair faces a potential or actual conflict of interest, the Chair will 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 will disclose to the Committee the member's interest and will not be present for or participate in any discussion or other consideration of the matter and will not vote on the matter.
- The members of the Committee will be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

General Responsibilities

- The Committee will review and reassess this charter at least annually and obtain the approval of this charter from the Board.
- The Committee will perform an evaluation of its performance annually to determine whether it is functioning effectively and will provide this evaluation to the Board.
- The Committee will meet separately, periodically, as it deems appropriate, with management.
- 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.
- The Committee may adopt policies and procedures for carrying out its responsibilities.

Governance and Reporting

- Establish and review the Company's approach to governance issues including emerging best practices and the Company's response to and compliance with any applicable governance guidelines.
- Review and oversee the Company's strategy and plans relating to ESG.
- Review and approve the Company's ESG report; provide reporting on and education for Board for same.
- Review and recommend to the Board for approval any public disclosure regarding corporate governance matters as may be required by securities regulatory authorities or others, including disclosure of the Company's corporate governance practices included in the management information circular prepared in connection with the annual meeting of shareholders.
- Review any shareholder proposals to be included in the management information circular prepared in connection with the annual meeting of shareholders and make appropriate recommendations to the Board.
- Review transactions between the Company and its directors, officers, shareholders and other related parties and where required by applicable law, recommend for approval to the Board.
- Review and approve any disclosure policies or practices of the Company, including consideration of conflicts of interest issues or restricting use of confidential information.
- Receive reporting on and monitor conduct risks and issues. This includes monitoring the directors and officers of the Company's compliance with the Company's Code of Business Conduct and reviewing any issues arising from non-compliance therefrom.

Board Governance and Education

- Evaluate and report on the performance and effectiveness of the Board as a whole, the Committees of the Board and individual directors on a regular, ongoing basis, but no less often than biennially. The evaluation of the performance and effectiveness of the Board as a whole and the Committees of the Board will be conducted with regard to the composition, size, structure and expertise required by each of them.
- Review and recommend changes in the role, composition and structure of the Board and of Board Committees.
- Review and approve position descriptions for the Executive Chair, Vice-Chair, Independent Lead Director and the Committee Chairs at least biennially.
- Review the Charters of the Board and its Committees and the Corporate Governance Guidelines, and any such similar documents and recommend any material or significant amendments to the Board for approval.
- Review and approve any administrative changes to the foregoing documents, periodically and as necessary.
- Establish/oversee orientation of new directors and ongoing education for existing directors.
- Assess what competencies and skills the Board and its Committees should possess to align with the strategies, risks, culture and opportunities of the Company, in consideration of having a diverse and inclusive Board, and other planning or succession needs of the Board and its Committees.

- Consider or identify candidates for directors and recommend director nominations to the Board for approval, having regard to the skills, areas of expertise, professional and personal backgrounds, geographic location and independence of such nominees.
- Review and approve nominations for Corporate Secretary.

Director Independence

- Review nominations for the Independent Lead Director and recommend to the Board for approval.
- Review, at least annually and in light of any material changes or new facts relevant to determination of the independence of directors and, as necessary, review factors or standards to be applied in making independence determinations.

Other

- Review and/or approve such other matters as are specifically delegated to it by the Board.
- Report to the Board on the activities of the Committee with respect to the foregoing matters at Board meetings and at any other time deemed appropriate by the Committee or upon request of the Board.
- At least biennially, review the structure or level of non-executive director compensation and recommend changes to the Board for approval.
- Provide a forum for the General Counsel to have unfettered access to the Committee to raise any compliance, legal or risk concerns or issues, including regarding the interaction between the legal department and senior management or regulators.
- Keep abreast of latest regulatory requirements, emerging trends and best practices in the areas of corporate governance.

Dated November 18, 2021