

Charter of the Human Resources and Compensation Committee

Board of Directors of Corus Entertainment Inc.

Mandate

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. The Committee is also 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 (who are the senior officers of the Company) except the Executive Chair and the Chief Executive Officer. Additionally, the Committee is responsible for reviewing employee engagement results, assessing diversity, equity and inclusion within the Company and reviewing management initiatives to enhance the Company’s culture and work environment.

Composition and Operations

- The Committee will be composed of three or more directors (the “members”), none of whom may be 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 matters, 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.
- 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 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.
- 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, People and Communications.

- 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 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.
- 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 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.
- A quorum for the transaction of business at a meeting shall 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 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. 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 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 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.
- The members of the Committee are 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 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.

Compensation and Pensions Plans

- The Committee will annually review and approve the terms and conditions of the Company’s compensation programs and policies (the “Plans”), or any material changes to the Plans, including their design, measurements, the setting of targets, the assessment of the Company’s performance against those criteria, and proposed payouts. In executing upon the foregoing, the Committee will have regard to alignment with the strategic and operating plans of the Company and compensation risks and risk mitigation practices in the context of the Company’s overall risk. Where the approval of the Board of Directors of a Plan is required by law or the terms of the Plan, the Committee will review and recommend such Plan(s) and material changes to such Plan(s) to the Board (for its approval).
- The Committee will review, approve and, as required, 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.

Senior Officers/Executive Leadership Team

- The Committee will review and, with the exception of the employment contract or other hiring packages for the Executive Chair and the Chief Executive Officer, will approve any initial employment contracts or other hiring packages to be entered into with senior executives.
- The Committee will annually review the Chief Executive Officer’s evaluation of the performance of the other executive leadership team members of the Company.
- The Committee will 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. This includes any one-time (special) awards paid to any member of the Executive Leadership Team.
- The Committee will also review and approve the total compensation arrangement for any member of management who may constitute a Named Executive Officer for the purposes of reporting in the management information circular.
- The Committee will review and report to the Board on the Company’s process and approach to succession planning for senior management positions, with the Company’s succession plan (including for the position of President and Chief Executive Officer) reviewed and approved by the Board.
- The Committee will 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).
- The Committee may discuss and comment on any proposed termination packages to be entered into with senior executives and any material changes to the terms of such packages. 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.

CEO and Executive Chair

- The Committee will review annually and, as necessary, recommend to the Board for approval revisions to the position description of the Chief Executive Officer.
- The Committee will 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.
- The Committee will annually review, and recommend to the Board for approval, the Chief Executive Officer's objectives for the year, and review 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, and recommend such evaluation to the Board for consideration in its approval for compensation.
- At least biennially, the Committee will 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.
- At least biennially, the Committee will 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.

Other Activities and Responsibilities

- The Committee will annually review the independence and performance of the Committee's independent compensation advisors, if any.
- The Committee will review the Corporation's employee engagement survey results.
- The Committee will review, monitor and report to the Board on the effectiveness of the Company's diversity, equity and inclusion plans and progress.
- The Committee will review and monitor the Company's labour relations strategy and collective bargaining results.
- The Committee will review and approve any public disclosure requirements regarding executive compensation and related matters as may be required by securities regulatory authorities or others.
- The Committee will review, on a quarterly basis, reports of employee complaints relating to ethical, leadership and culture issues.
- The Committee will review and/or approve such other matters relating to human resource matters as are specifically delegated to it by the Board.

Evaluation and Assessment

- The Committee will review and assess its own effectiveness at least biannually and will report on its assessment to the Corporate Governance Committee, which is mandated to oversee Board effectiveness assessment generally, and to the Board, as requested or desirable.
- The Committee will 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.

Dated November 18, 2021