

**CHARTER OF THE  
HUMAN RESOURCES AND COMPENSATION COMMITTEE  
of  
CORUS ENTERTAINMENT INC.**

**Constitution**

There shall be a Committee of the Board, to be known as the Human Resources and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Corus Entertainment Inc. (the “Company”).

**Purpose**

The purpose of the Human Resources and Compensation Committee is to assist the Board in fulfilling its oversight responsibilities. This will be accomplished by reviewing the effectiveness of Corus Entertainment Inc.’s compensation policies and processes in fostering fair and competitive compensation, and in relation to the human resources and pension matters of the Company and, in particular, having regard to the duties, responsibilities, and obligations of the Company.

**Membership**

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 unrelated directors, who have no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgement. In addition, each Committee member shall satisfy the independence requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines, and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.

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.

Any member may be removed from Committee or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs. Where a vacancy occurs at any time

in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy if the membership of the Committee is less than three directors.

Both the Executive Chair and the Chief Executive Officer of the Company shall have status as ex-officio members of the Committee.

### **Meetings**

The Committee shall meet on at least four occasions a year and shall meet at such times during each year as it deems appropriate. In addition, the Chair of the Committee or the Executive Chair or any two members of the Committee may call a meeting of the Committee. The Chair of the Committee shall hold *in camera* meetings of the directors, without management present at every Committee meeting.

Committee meetings shall occur in separate, non-management, closed sessions with outside advisors, as needed or appropriate.

Notice of meeting may be given orally or by letter, e-mail, facsimile transmission, or telephone not less than 48 hours before the time fixed for the meeting. Members may waive notice of any meeting before or after the meeting. Notice of each meeting shall be given in advance to each member, and shall also be given to the Chair of the Board and the Chief Executive Officer.

With provision of notice, a duly constituted meeting may be held in person, by tele-conference or video conference.

The powers of the Committee shall be exercisable by a meeting at which a quorum is present. Unless otherwise determined by the Board, a quorum of the Committee shall be two voting members, and the Committee shall have the power to determine as it sees fit, relevant procedures to govern its meetings.

Matters decided by the Committee shall be decided by majority vote. The Chair of the Committee shall have an ordinary vote, and in the event of a tie shall be entitled to a second vote.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee. The senior Company executive responsible for the human resources function shall attend any meeting when requested to do so by the Chair of the Committee.

The Committee will appoint a secretary who need not be a director, who shall be the secretary of all meetings of the Committee and shall maintain minutes of all meetings and deliberations of the Committee. In the absence of the secretary at any meeting, the Committee shall appoint another person who may, but need not, be a member of the Committee to be the secretary of that meeting.

The Committee does not have decision-making authority except where, and to the extent that, such authority is expressly delegated by the Board. The Committee conveys its findings and recommendations to the Board for consideration and, where required, decision by the Board.

### **Authority to Engage Experts**

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, after consultation with the Executive Chair, such engagement to be at the Company's expense.

### **Roles & Responsibilities**

1. Review and recommend to the Board compensation policies and processes, and in particular the compensation policies and processes for the Company's executive officers.
2. Annually evaluate the performance of the Chief Executive Officer against predetermined goals and criteria and to recommend to the Board the amount of compensation to be paid to the Chief Executive Officer.
3. Annually review the Chief Executive Officer's evaluation of the performance of the other executive officers of the Company and the Chief Executive Officer's recommendations with respect to the amount of compensation to be paid to the other executive officers.
4. 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.
5. Annually review the level and form of compensation of the Executive Chair of the Company, considering peer practices and the duties and responsibilities of the Executive Chair and recommend any changes to the Board for consideration.
6. 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.
7. Assist the Board by reviewing the effectiveness of the Company's human resource development, succession planning and performance evaluation programs.
8. Review and report to the Board on the Company's succession plan for senior management positions including the Company's succession plan for the position of President and Chief Executive Officer.
9. 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.
10. Review and/or approve such other matters relating to human resource issues as are specifically delegated to it by the Board.

11. 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.
12. Review and approve any public disclosure requirements regarding executive compensation and related matters as may be required by securities regulatory authorities or others.
13. The Committee shall perform an evaluation of its performance at least biennially to determine whether it is functioning effectively.