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CORUS ENTERTAINMENT INC.

NOTICE AND
MANAGEMENT INFORMATION CIRCULAR

FOR THE
ANNUAL MEETING
OF SHAREHOLDERS
JANUARY 11, 2017

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 at The Westin Calgary, Bow Valley Room, 320 4th Avenue SW, Calgary, Alberta, T2P 2S6, Canada on Wednesday, the 11th day of January, 2017, at 2:00 p.m. (Mountain 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, 2016, together with the report of the auditors thereon;
2. to fix the number of directors, within the minimum and maximum number, at 12;
3. to elect directors for the ensuing year;
4. to appoint auditors for the ensuing year and authorize the directors to fix the auditors' remuneration;
5. to ratify unallocated entitlements under the Company's Stock Option Plan (the "Plan") for the ensuing three (3) years; and
6. to transact such further and other business as may properly be brought before the Meeting and any adjournment(s) or postponement(s) thereof.

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. Copies of the Company's 2016 Annual Report, which includes its audited consolidated financial statements for the fiscal year ended August 31, 2016, and the Company's current Annual Information Form may be obtained by writing to the Company at the following address: Corus Entertainment Inc., Corus Quay, 25 Dockside Drive, Toronto, Ontario, M5A 0B5, by visiting the Company's page on SEDAR at www.sedar.com, or by visiting the Investor Relations section of the Company's website at www.corusent.com.

Only Class A participating shareholders of record at the close of business on November 24, 2016 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 in person are requested to complete the accompanying proxy and mail it to CST Trust Company, 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.cstvotemyproxy.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 in the possession of the Company 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. 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 12th day of December, 2016.

By Order of the Board of Directors

GARY A. MAAVARA
Secretary

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FORWARD-LOOKING STATEMENTS

To the extent any statements made in this report 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 statements"). These forward-looking statements are related to, among other things, our objectives, goals, strategies, intentions, plans, estimates and outlook, including advertising, distribution, merchandising and subscription revenues, operating costs and tariffs, taxes and fees, currency value fluctuations, and interest rates, 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 are forward-looking statements. Although Corus believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied in making forward-looking statements, including without limitation, factors and assumptions regarding advertising, distribution, merchandise and subscription revenues, operating costs and tariffs, taxes and fees, currency value fluctuations and interest 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 revenues; audience acceptance of our television programs and cable 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 or regulations or the interpretation or application of those laws and 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; and changes in accounting standards. Additional information about these factors and about the material assumptions underlying such forward-looking statements may be found in our Annual Information Form. Corus cautions that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward- looking statements to make decisions with respect to Corus, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Unless otherwise required by applicable securities laws, we disclaim 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.

CURRENCY

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

CORUS ENTERTAINMENT INC.

ANNUAL MEETING OF SHAREHOLDERS
JANUARY 11, 2017

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 at 2:00 p.m. (Mountain Time) on Wednesday, January 11, 2017, at The Westin Calgary, Bow Valley Room, 320 4th Avenue SW, Calgary, Alberta, T2P 2S6, 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 24, 2016. This solicitation is made by management of the Company.

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 mailing this Circular, the Notice of Meeting, the form of proxy and any other material relating to the Meeting, has been or will be borne by the Company.

Distribution to NOBOs

The Company is taking advantage of provisions of NI 54-101 that permit it to deliver proxy-related materials directly to you as a non-objecting beneficial owner ("NOBO"). This Management Information Circular with related materials is being sent to both registered and non-registered owners of Shares of the Company. If you are a non-registered owner 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 (and 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 request for the Voting Instruction Form ("VIF") enclosed with the mailing to you as a NOBO.

Distribution to OBOs

The Company will have caused CST Trust Company 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 CST Trust Company as described in this Management Information Circular; **OR**

(ii) more typically, be given a voting registration form 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 scanable 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.

APPOINTMENT OF PROXIES

The persons named in the enclosed form of proxy are officers of the Company and will represent management of the Company at the Meeting. A shareholder desiring to appoint some other person to represent him or her at the Meeting may do so either by inserting the name of such other person, who need not be a shareholder, in the space provided in the form of proxy and striking out the names of the specified persons, or by completing another form of proxy. In either case, the shareholder must deliver or send the form of proxy to: Proxy Department, CST Trust Company, 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.cstvotemyproxy.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 may revoke it at any time insofar as it has not been exercised. 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 shareholder personally attends the Meeting and votes his or her shares, or in any other manner permitted by law.

VOTING OF PROXY

The management representatives designated in the enclosed form of proxy will vote or withhold from voting the shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions of the shareholder as indicated on the proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of such directions, it is intended that such shares will be voted FOR the adoption of all resolutions referred to in the Notice of Meeting, including the fixing of the number of directors at 12, the election of directors, the appointment of auditors, the authorization of the directors to fix the remuneration of such auditors and the ratification of unallocated entitlements under the Company's Stock Option Plan.**

The enclosed form of proxy 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 will vote on such matters in accordance with their best judgment with respect to the shares represented by such proxy.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Only the holders of Class A participating shares ("Class A Voting Shares") of the Company of record at the close of business on November 24, 2016, 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 24, 2016, there were 3,425,792 Class A Voting Shares and 194,779,895 Class B non-voting participating shares ("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"). The sole trustee of SFLT is a private company owned by JR Shaw and having a board comprised of seven directors, including as at November 24, 2016, JR Shaw as chair, Carol Shaw and four other members of his family. Entities owned by SFLT hold 2,885,530 Class A Voting Shares, representing approximately 84% of the outstanding Class A Voting Shares, for the benefit of descendants of JR and Carol Shaw. JR Shaw controls these shares and controls 4,500 additional Class A Voting Shares. SFLT also exercises voting control over Shaw Communications Inc., which holds approximately 38% of the outstanding Class B Non-Voting Shares. 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, a director of Corus. 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 fixing of the number of directors at 12, the election of directors, the appointment of Auditors, the authorization of the directors to fix such auditors' remuneration and the ratification of unallocated entitlements under the Company's Stock Option Plan.

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.

FINANCIAL STATEMENTS

The audited Consolidated Financial Statements for the year ended August 31, 2016, are included in the Annual Report, which may be obtained by writing to the Company at the following address: Corus Entertainment Inc., Corus Quay, 25 Dockside Drive, Toronto, Ontario, M5A 0B5, or by visiting the Investor Relations section of the Company's website at www.corusent.com.

NUMBER OF DIRECTORS

The Articles of Incorporation of the Company provide for a minimum of 3 and a maximum of 15 directors. It is proposed that the number of directors to be elected at the Meeting be fixed at 12. **Management recommends voting in favour of the fixing of the number of directors at 12. 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 fixing of the number of directors at 12.**

ELECTION OF DIRECTORS

Proposed Nominees

The following are the nominees proposed for election as directors of the Company 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 such Annual Meeting of Shareholders. 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.**

The term of office for each person will be until the next Annual Meeting or until his or her successor is elected or appointed. 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 reflects the profiles of the Director Nominees and outlines their securities personally held in the Company for the fiscal years ended August 31, 2016 and 2015, including Class A Voting Shares, Class B Non-Voting Shares and Director's Deferred Share Units ("DSUs").

Table 1 — Director Nominees

Fernand Bélisle, BA
Breckenridge, Quebec

Director Since: January, 2009

Age: 71

Independent

Mr. Bélisle is a 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.

Corporate Directorships

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Board/Committee Memberships	Fiscal 2016 Attendance	
Board of Directors (Independent Lead Director)	9 of 9	100%
Human Resources and Compensation Committee	5 of 5	100%
Special Committee (Chair)	28 of 28	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
2016	—	12,022	27,267	39,289	482,862	Yes
2015	—	9,007	22,509	31,516	450,364	Yes

Peter Bissonnette, BA[2]
Calgary, Alberta

Director Since: April, 2016

Age: 69

Non-Independent

Mr. Bissonnette served as President of Shaw Communications Inc. ("Shaw") from 2001 until his retirement on August 31, 2015. Mr. Bissonnette has over 50 years of experience in the communications sector. He joined Shaw in 1989 as Vice President, Operations for the B.C. Lower Mainland and Vancouver Island and held a succession of senior positions during his 25 years with Shaw. Mr. Bissonnette has previously served as a director of Cable Television Laboratories, Inc. (CableLabs), a not-for-profit research development consortium dedicated to pursuing new cable telecommunications technologies. Mr. Bissonnette is a graduate in Business Administration from Vancouver Community College, holds an Executive Management Certificate from the University of British Columbia, and is a graduate of the Executive Management Program at Queens University. In 2013, Mr. Bissonnette was appointed Honorary Captain of the Royal Canadian Navy.

Corporate Directorships

Shaw Communications Inc.

Board/Committee Memberships	Fiscal 2016 Attendance	
Board of Directors	1 of 1	100%
Executive Committee	n/a	n/a

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
2016	—	—	1,780	1,780	21,876	On track to meet within 3 years
2015	n/a	n/a	n/a	n/a	n/a	n/a

Michael D'Avella, BA(2)
De Winton, Alberta

Director Since: April, 2016

Age: 58

Independent

Mr. D'Avella served mostly 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.).

Corporate Directorships

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Board/Committee Memberships	**Fiscal 2016 Attendance**	
Board of Directors	1 of 1	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
2016	—	65,200	1,271	66,471	816,929	Yes
2015	n/a	n/a	n/a	n/a	n/a	n/a

Trevor English, BComm, CFA(2)
Calgary, Alberta

Director Since: April, 2016

Age: 42

Non-Independent

Mr. English is the Executive Vice President Chief Strategy and Business Development Officer for Shaw Communications Inc. ("Shaw"). He is accountable for Shaw's corporate development and strategic initiatives, as well as being responsible for the relationship of Shaw Venture's portfolio companies and Shaw's Investor Relations program. Mr. English has almost 20 years of experience in corporate finance, Mergers & Acquisitions, Investor Relations, business development and financial analysis. In his 12 years at Shaw, Mr. English has played a key leadership role in all of Shaw's key corporate development activities including the acquisitions of CanWest (2010), ViaWest (2014), Wind Mobile Corp. (2016) and the sale of Shaw Media (2016). Prior to joining Shaw, Mr. English held various positions in the investment banking industry in both Canada and England. Mr. English holds a Bachelor of Commerce degree from the University of Calgary and a Chartered Financial Analyst designation.

Corporate Directorships

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Board/Committee Memberships	**Fiscal 2016 Attendance**	
Board of Directors	1 of 1	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
2016	—	25,000	—	25,000	307,250	Yes
2015	n/a	n/a	n/a	n/a	n/a	n/a

John Frascotti, BA, J.D.
Needham, MA

Director Since: January, 2016

Age: 55

Independent

Mr. Frascotti is President, Hasbro Brands at Hasbro, Inc., a global branded play company. He previously held the position of Executive Vice President and Chief Marketing Officer of Hasbro from 2008 to 2014. Mr. Frascotti serves on the boards of Discovery Family Channel, a joint venture between Hasbro and Discovery Communications, and Backflip Studios, a digital gaming company 70% owned by Hasbro. He is also Chair of Hasbro's IP Security Committee and serves on Hasbro's Global Information Systems Steering Committee, as well as the board of SeriousFun Children's Network. Mr. Frascotti received a Bachelor of Arts (Economics) from Yale, where he graduated Phi Beta Kappa and Summa Cum Laude, and a law degree from Harvard.

Corporate Directorships

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Board/Committee Memberships	Fiscal 2016 Attendance	
Board	3 of 5	60%
Corporate Governance Committee	1 of 2	50%

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
2016	—	—	4,934	4,934	60,639	On track to meet within 3 years
2015	n/a	n/a	n/a	n/a	n/a	n/a

Mark Hollinger, J.D.
Washington, DC

Director Since: July, 2014

Age: 57

Independent

Mr. Hollinger was an executive at Discovery Communications 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 continues to serve on the board of the Discovery Learning Alliance, a non-profit focused on media-based educational opportunities in developing countries. He is also the Chairman of Sugar Films, a television and film production company based in London. 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.

Corporate Directorships

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Board/Committee Memberships	Fiscal 2016 Attendance	
Board of Directors	8 of 9	89%
Corporate Governance Committee (Chair)	4 of 4	100%
Executive Committee	n/a	n/a
Special Committee	27 of 28	96%

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
2016	—	23,245	—	23,245	285,681	Yes
2015	—	6,245	—	6,245	152,690	Yes

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

Director Since: January, 2014

Age: 58

Independent

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. Currently, Mr. James is a Senator and Board member of the University of Alberta, a Board member of ATB Financial and AutoCanada Inc., a Trustee of the University Hospital Foundation and Chair of the Provincial Audit Committee of the Government of Alberta.

Corporate Directorships

ATB Financial
AutoCanada Inc.

Board/Committee Memberships	Fiscal 2016 Attendance	
Board of Directors	8 of 9	89%
Audit Committee (Chair)	4 of 4	100%
Executive Committee	n/a	n/a

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
2016	—	13,055	—	13,055	160,446	Yes
2015	—	5,555	—	5,555	79,381	On track to meet within 3 years

Doug Murphy, HBA, MBA
Toronto, Ontario

Director Since: April, 2015

Age: 53

Non-Independent

Mr. Murphy is President and CEO of Corus Entertainment Inc. He joined Corus in 2003 and has held numerous senior management positions at the company, most recently serving as Executive Vice President and Chief Operating Officer. 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 serves as a Director on the board of Woodbine Entertainment Group and is a member of the Canadian Council of Chief Executives. He holds an MBA from the Harvard Business School and an HBA from the Ivey Business School, University of Western Ontario.

Corporate Directorships

Woodbine Entertainment Group

Board/Committee Memberships	Fiscal 2016 Attendance	
Board of Directors	9 of 9	100%
Executive Committee	n/a	n/a

Securities Held

Fiscal Year	Class A Voting Shares (#)	Class B Non-Voting Shares (#)	DSUs[3][4] (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Officer Share Ownership Guidelines
2016	2,000	84,404	205,640	292,044	3,589,221	On track to meet within 5 years
2015	2,000	29,628	152,786	184,414	2,635,276	On track to meet within 5 years

Catherine Roozen, BComm, LL.D. (hon)
Edmonton, Alberta

Director Since: June, 2011

Age: 60

Independent

Mrs. Roozen worked with the North West Trust Company until 1981 in the area of Branch Operations and as Vice-President, Investments, following graduation in 1977 from the University of Alberta with a Bachelor of Commerce degree. In 1981, Mrs. Roozen joined Cathton Holdings Ltd., a private investment company with interests in banking, broadcasting, ranching and real estate development. Currently, Mrs. Roozen is a Director and Secretary of the Allard Foundation Ltd., Chair and Director of Cathton Investments Ltd., Director of Epcor Utilities Inc. and Director of Melcor Developments Ltd. Mrs. Roozen previously served as a Director of Corus Entertainment Inc. from July, 2001 to January, 2010.

Corporate Directorships

Cathton Investments Ltd.
Epcor Utilities Inc.
Melcor Developments Ltd.

Board/Committee Memberships	**Fiscal 2016 Attendance**	
Board of Directors	9 of 9	100%
Executive Committee	n/a	n/a
Human Resources and Compensation 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
2016	343,332	372,734	28,151	744,217	9,146,427	Yes
2015	343,332	372,734	17,683	733,749	10,485,273	Yes

Terrance Royer, BASc, MBA, ICD.D, LL.D. (hon)
Calgary, Alberta

Director Since: September, 1999

Age: 68

Independent

Mr. Royer is Chairman of Royco Hotels Ltd., a hotel management company. Mr. Royer retired as Executive Vice-Chairman of the Calgary-based Royal Host REIT in December 2005. He is also retired President, CEO and founder of Royal Host Corp., a hotel and resort ownership, franchising and management company. Mr. Royer serves on the Board of Revera Inc. and served on the Board of Royal Host REIT from January 1998 to June 2006. Mr. Royer is Chairman Emeritus of the University of Lethbridge (Chairman from January 2001 to July 2006) and Chairman of the Alberta “Access to the Future Fund” for post-secondary institutions in Alberta.

Corporate Directorships

Royco Hotels Ltd.
Revera Inc.

Board/Committee Memberships	**Fiscal 2016 Attendance**	
Board of Directors	9 of 9	100%
Audit Committee	2 of 2	100%
Human Resources and Compensation Committee	5 of 5	100%
Special Committee	28 of 28	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
2016	—	11,432	77,664	89,096	1,094,990	Yes
2015	—	11,432	62,268	73,700	1,053,173	Yes

Heather A. Shaw, BComm, MBA
Calgary, Alberta

Director Since: September, 1999

Age: 57

Non-Independent

Ms. Shaw is the Executive Chair of Corus Entertainment Inc., and has held the position since its inception in September 1999. Ms. Shaw is a past Director of Shawcor Ltd. and Shaw Communications Inc. Ms. Shaw holds a Bachelor of Commerce degree from the University of Alberta and an MBA from the Richard Ivey School of Business at the University of Western Ontario.

Corporate Directorships

—

Board/Committee Memberships	Fiscal 2016 Attendance	
Board of Directors (Chair)	9 of 9	100%
Executive Committee (Chair)	n/a	n/a

Securities Held

Fiscal Year	Class A Voting Shares[5] (#)	Class B Non-Voting Shares (#)	DSUs[3] (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Officer Share Ownership Guidelines
2016	4,000	3,299,882	245,566	3,549,448	43,622,716	Yes
2015	4,000	2,184,326[6]	187,123	2,375,449	33,945,166	Yes

Julie M. Shaw, BSD, ICD.D
Calgary, Alberta

Director Since: September, 1999

Age: 55

Non-Independent

Ms. Shaw is the Vice Chair of Corus Entertainment Inc. 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 Secretary 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.

Corporate Directorships

—

Board/Committee Memberships	Fiscal 2016 Attendance	
Board of Directors (Vice-Chair)	8 of 9	89%
Corporate Governance Committee	4 of 4	100%

Securities Held

Fiscal Year	Class A Voting Shares[5] (#)	Class B Non-Voting Shares (#)	DSUs (#)	Total Shares, DSUs (#)	Total Shares, DSUs[1] ($)	Meets Share Ownership Guidelines
2016	4,800	2,165,248	11,472	2,181,520	26,810,881	Yes
2015	4,800	1,386,352[6]	8,067	1,399,219	19,994,840	Yes

(1) The total value of the Shares and DSUs held in fiscal 2016 is based on the TSX closing share price of $12.29 as at August 31, 2016 and, in fiscal 2015, is based on the TSX closing share price of $14.29 as at August 31, 2015.

(2) Director nominee of Shaw Communications Inc. pursuant to the Governance and Investor Rights Agreement. For further information, please refer to the Company's Annual Information Form.

(3) 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 fiscals 2011 and 2010.

(4) Includes Directors' DSUs held by Mr. Murphy as a result of the allocation of a portion of the NEO's annual Short-Term Incentives paid in fiscal 2008 to the Directors' DSU Plan as permitted under the terms of the Plan.

(5) JR Shaw is the father of Ms. H. Shaw and Ms. J. Shaw. The entity holding 2,885,530 Class A Voting Shares (representing approximately 84% of the outstanding Class A Voting Shares) that were beneficially owned by Ms. H. Shaw, Ms. J. Shaw and other members of the Shaw family became a wholly-owned subsidiary of the Shaw Family Living Trust ("SFLT") on November 6, 2015. The sole trustee of SFLT is a private company owned by JR Shaw and having a board comprised of seven directors, including as at August 31, 2016, JR Shaw as chair and five other members of his family. SFLT holds these shares for the benefit of descendants of JR and Carol Shaw. JR Shaw controls these shares and controls 4,500 additional Class A Voting Shares. See "*Voting Shares and Principal Holders Thereof*".

(6) The entities holding Class B Non-Voting Shares that were beneficially owned by Ms. H. Shaw, Ms. J. Shaw and other members of the Shaw family were reorganized on November 6, 2015. As these transactions were not yet complete as at August 31, 2015, Class B Non-Voting Shares held by Ms. H. Shaw and Ms. J. Shaw are represented in the 2015 share ownership table as at November 6, 2015 to more accurately reflect their level of ownership following the close of the transactions.

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, both for current and future members. The current composition of skills and experience for the Company's nominated directors is as follows:

Board of Directors: Skills and Experience Matrix	Number of Directors with Experience (out of 12)
Enterprise Management — experience as a President or CEO leading an organization.	9
Business Development / M&A / Strategic Planning — management or executive experience with responsibility for identifying value creation opportunities.	10
Financial Literacy — ability to critically read and analyze financial statements.	12
Financial Expertise — executive experience in finance or accounting, or professional certification in accounting, or other comparable experience that results in financial sophistication.	7
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.	12
Change Management — experience leading a major organizational change or managing a significant merger.	11
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.	7
Human Resources — management or executive experience with responsibility for human resources and compensation.	8
Risk Evaluation — management or executive experience in evaluating and managing the variety of risks faced by an organization.	8
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

The Company has a strong track record of providing a diverse and inclusive work environment, both at the Board level and throughout the organization. This is reflective of a standing commitment to engage highly qualified candidates with a diverse set of skills, experience and expertise which are relevant to the Company's operations, ensuring there is strong stewardship in the development and achievement of long-term goals and strategies. The Company has several policies in place and senior executives responsible for ensuring that these policies are applied uniformly across the organization.

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. As part of its compliance with these, the Company files annual reports which describe its corporate performance and that of its television and radio segments.

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 and cultural backgrounds, geography and gender. 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 does not have a formal policy or targets in place for the specific identification and nomination of women directors, as the processes that are currently in place have successfully encouraged strong historical representation of women on the Company's Board. The Executive Chair and Vice Chair of the Board are both women, contributing to a 25% representation of women on the current Board, or 3 of the 12 directors at August 31, 2016. In fact, the Board has operated with representation as high as 50% women in prior years.

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 2017, the term length of the director nominees represents a strong mix of tenure and experience:

- Four directors were appointed to the Board in fiscal 2016;
- Three directors have served on the Board for one to three years;
- One director has served on the Board for four to seven years; and
- Four 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 comprehensive program in place to promote diversity at the executive officer level, including the representation of women. 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 Policy. As this program has been highly successful in encouraging diversity in the workforce, particularly with respect to the development and recruitment of strong female employees for executive officer positions, the Company has not adopted a formal target in this regard. As at August 31, 2016, 3 of 9 of the Executive Leadership Team are women, as is the Executive Chair, for a total of 40% women at the executive level. At the senior management level, 40% of these employees are women. Initiatives in place to promote diversity within the Company and the advancement of women, both internally and externally, are as follows:

- The Company has a rigorous annual succession planning process at all levels of the organization, 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 on-going opportunities for career growth. The key metrics which are monitored include the number of women in senior level roles and in the high-development pipeline.

- Recruitment practices require a diverse slate of candidates, including women.
- The Company is committed to the career progression of women of all cultures and backgrounds through its support of the Corus Entertainment Chair in "Women in Management" at the Richard Ivey School of Business at the University of Western Ontario.
- The Company actively promotes networking and development opportunities for all female employees
- The Company funds bursaries for five senior leaders to attend the Women in Film and Television Convergent Media Program, an in-depth training opportunity.
- The Company has in place leadership programs which provide high potential leaders, including women at various career stages, with access to top caliber business school faculty members. In fiscal 2016, the Company had in place an "Accelerator" program for high potential employees at the early stage of their career and a "Connectors" program for high performing management.
- The Company maintains an ongoing Job Evaluation Program which illustrates Corus' commitment to the principle of equal pay for work of equal value.

The Company has been recognized, for eight consecutive years, as one of Canada's Best Diversity Employers, a testament to its strong track record in this area.

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

- *Women in Communications & Technology* — Corus sponsors the Corus Mentorship program which is designed to help women advance to senior roles within the communications industries. The Company also sponsors The Protégé Project which partners up-and-coming women with C-level "sponsors" who mentor and network to help them advance into executive positions.
- *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 Raymond C. Chang School of Business at Ryerson University, this program focuses on essential management principals required for future leaders.
- *Indspire Awards* — Corus funds bursaries for indigenous students pursuing their post-secondary education within Canada. As well, Global Television airs the Indspire Awards show nationally across Canada each year.
- *National Screen Institute* — The Company supports the Corus Diverse Director Program which is a training course for directing scripted television and accepts applications from women and Aboriginal applicants.

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 first 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 proposed nominee or over which each proposed nominee exercises control or direction, directly or indirectly, not being within the Company's knowledge, has been furnished by the respective proposed nominees individually.

INTERLOCKING DIRECTORSHIPS

As at November 24, 2016, 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 nominees for election to the Board of Directors, no such nominee is or has been, during the 10 years ended November 24, 2016, a director or executive officer of any issuer which, while that person was acting in that capacity or within a year of ceasing to act in that capacity, became bankrupt or 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, with the exception of Mr. Doug Murphy, who 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 provision of the BIA.

To the knowledge of the Company and based upon information furnished to it by the proposed nominees for election to the Board of Directors, no such nominee is or has been, during the 10 years ended November 24, 2016, a director, Chief Executive Officer "CEO" or Chief Financial Officer "CFO" of any issuer that was subject to a cease trade order, or an order similar to a cease trade order, or an order that denied the relevant company access to exemption under securities legislation, and that was in effect for a period of more than 30 consecutive days, that was issued while that director was acting in such capacity, or that was issued after the director ceased to be acting in such capacity and which resulted from an event which occurred while the director was acting in such capacity.

APPOINTMENT AND REMUNERATION OF AUDITORS

Management proposes to nominate Ernst & Young LLP, Chartered Accountants, the 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 ballot 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 (AIF).

PRINCIPAL ACCOUNTING FEES AND SERVICES — INDEPENDENT AUDITORS

Fees payable to the Registrant's independent auditor, Ernst &Young LLP, for the years ended August 31, 2016 and 2015 totaled $3,909,400 and $1,679,500, respectively, as detailed in the following table. All funds are in Canadian dollars:

	Year Ended August 31, 2016	Year Ended August 31, 2015
Audit Fees	$2,580,400	$1,414,000
Audit-Related Fees	$ 545,000	$ 0
Tax Fees	$ 334,000	$ 155,500
All Other Fees	$ 450,000	$ 110,000
Total	**$3,909,400**	**$1,679,500**

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 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 consolidated financial statements and are not reported under "Audit Fees" above. These services included audit-related fees in relation to a prospectus and other transaction-related items.

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 recommends the reappointment of Ernst & Young LLP as the auditors of the Company.

SHAREHOLDER RATIFICATION OF UNALLOCATED ENTITLEMENTS UNDER THE STOCK OPTION PLAN

Shareholders are referred to the information on the Company's Stock Option Plan (the "Stock Option Plan") contained on page 51 of the Compensation Discussion and Analysis section of this document. Pursuant to requirements of the Toronto Stock Exchange ("TSX"), the Stock Option Plan must be presented to the shareholders of the Company for ratification of the unallocated entitlements every three years. As such, the Stock Option Plan is herein presented to the shareholders of the Company at this meeting for the purposes of considering, and if deemed appropriate, approving the unallocated entitlements under the evergreen Stock Option Plan for the ensuing three (3) years.

The Board of Directors has determined that approval of the unallocated entitlements under the Stock Option Plan is in the best interests of the Company and its shareholders. The Board of Directors recommends that shareholders vote in favour of the adoption of the following resolution. Unless contrary instructions are indicated on the proxy form, the persons designated in the accompanying proxy form intend to vote at the Meeting FOR the approval of the unallocated entitlements under the Stock Option Plan.

In accordance with the rules of the TSX, in order to be effective, the resolution must be passed by the affirmative vote of the majority of the Class A Voting Shares cast at the Meeting with respect to such resolution. If approval is not obtained at the Meeting, Stock Options which have not been allocated as of January 11, 2017 and Stock Options which are outstanding as of January 11, 2017 and are subsequently cancelled, terminated or exercised will not be available for a new grant of options. Previously allocated options will continue to be unaffected by the approval or disapproval of the resolution.

Holders of Class A Voting Shares will be entitled to one vote per Class A Voting Share on the following resolution:

WHEREAS

1. the Board of Directors of the Company adopted, on October 25, 2007, a resolution approving amendments to the Company's Stock Option Plan (the "Stock Option Plan") to provide for an overall rolling maximum of 10% of the aggregate number of outstanding Class B Non-Voting Shares of the Company on a non-diluted basis when combined with all of the Company's other security-based compensation arrangements and which, therefore, does not have a fixed maximum number of Class B Non-Voting Shares issuable;
2. the Class A Voting shareholders of the Company approved such amendments by a majority of the votes cast, on January 14, 2014;
3. the rules of the Toronto Stock Exchange ("TSX") provide that all unallocated options under the Stock Option Plan that do not have a fixed maximum number of shares issuable be approved every three years; and
4. at its meeting held on October 18, 2016, subject to shareholder approval, the Board of Directors approved all unallocated options under the Stock Option Plan.

BE IT RESOLVED THAT:

1. all unallocated options under the Stock Option Plan be and the same are hereby approved;
2. the Company have the ability to continue granting options under the Stock Option Plan until January 11, 2020, that is until the date that is three years from the date where shareholder approval is being sought; and
3. any director or officer of the Corporation be and is hereby authorized to do such things and to sign, execute and deliver all documents that such director and officer may, in their discretion, determine to be necessary in order to give full effect to the intent and purpose of this resolution.

SHAREHOLDER PROPOSALS

There were no proposals brought forward by shareholders of Corus Entertainment Inc. for consideration at the 2016 Annual Meeting of Shareholders.

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 2016, 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 with the exception of MTS Inc. (formerly MTS Allstream Inc.), which was added to the benchmarking peer group later in the year. See "*Compensation Benchmarking*" on page 29 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. The CG Committee conducted a similar review in fiscal 2017 based on the Company's benchmarking peer group as described under "*Compensation Benchmarking*" on page 29 as well as the same other aforementioned criteria, and it was determined that there would be no changes to the fee schedule in fiscal 2017 as a result of this review.

Table 2 — Director Compensation Schedule for Non-Executive Directors in Fiscal 2016 and Fiscal 2017

Retainers and Fees	Fiscal 2016 Fee Schedule	Fiscal 2017 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		

In fiscal 2016, the Board formed a Special Committee in connection with the Company's proposed acquisition of Shaw Media Inc. The Special Committee received additional fees of $75,000 (chair) and $50,000 (committee member) as remuneration for their work over the course of the transaction. This compensation was deemed appropriate given the significant responsibilities and time commitment required. The Special Committee met 28 times over the course of the transaction.

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 DSU Plan for the directors of the Company, effective September 1, 2001. The purpose of the 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 DSU Plan. Effective September 1, 2010, directors may receive 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 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 at the time 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 when the director ceases to be a director of the Company. A director cannot convert DSUs to cash until the director ceases to be a member of the Board, an employee, and/or an officer of the Company and its affiliates. In fiscal 2016, ten eligible directors were enrolled in the DSU Plan and received either a portion or all compensation in DSUs.

Table 3 — Summary of Board and Committee Meetings for Directors in Fiscal 2016

Board / Committee Meetings	Number of Meetings Held	In-Camera Sessions Held
Board	9	4
Board — Independent Directors	7	n/a
Audit Committee	4	4
Corporate Governance Committee	4	4
Executive Committee	0	n/a
Human Resources and Compensation Committee	4	4
Special Committee	28	n/a
Total Number of Meetings Held	**56**	**16**

Table 4a — Directors' Compensation for Fiscal 2016

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(3)	$137,500	$23,125	—	—	—	—	$160,625
Peter Bissonnette(4)	—	$21,875	—	—	—	—	$21,875
Michael D'Avella(4)	$6,250	$15,625	—	—	—	—	$21,875
Trevor English(4)	—	—	—	—	—	—	—
John Frascotti(4)(5)	—	$60,648	—	—	—	—	$60,648
Dennis Erker(4)	—	$46,250	—	—	—	—	$46,250
Mark Hollinger(3)(5)	$174,092	—	—	—	—	—	$174,092
Barry James	$91,250	—	—	—	—	—	$91,250
Wendy Leaney(3)(4)	$105,000	$31,250	—	—	—	—	$136,250
Ronald Rogers(4)	$13,750	$31,250	—	—	—	—	$45,000
Catherine Roozen	—	$95,000	—	—	—	—	$95,000
Terrance Royer(3)	$62,500	$97,500	—	—	—	—	$160,000
Julie Shaw	$67,500	$28,125	—	—	—	—	$95,625
TOTAL	**$657,842**	**$450,648**	**—**	**—**	**—**	**—**	**$1,108,490**

(1) Mr. Murphy and Ms. H. Shaw are officers of the Company and receive no compensation for serving on the Board. Mr. English, an employee of Shaw Communications Inc., receives no compensation for serving on the Board.

(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 2016.

(3) In fiscal 2016, the Board formed a Special Committee in connection with the Company's proposed acquisition of Shaw Media Inc., comprised of Mr. Bélisle (chair), Mr. Hollinger, Ms. Leaney and Mr. Royer. The Special Committee received additional fees of $75,000 (chair) and $50,000 (committee member) as remuneration for their work over the course of the transaction.

(4) Mr. Erker and Mr. Rogers retired from the Board on January 13, 2016. Mr. Frascotti was appointed to the Board on January 13, 2016. Mr. Bissonnette, Mr. D'Avella and Mr. English were appointed to the Board on April 13, 2016. Ms. Leaney retired from the Board on August 31, 2016.

(5) Compensation for Mr. Hollinger and Mr. Frascotti, 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 (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	—	—	—	—	—	—	$335,112
Peter Bissonnette	—	—	—	—	—	—	$21,875
Michael D'Avella	—	—	—	—	—	—	$15,625
Trevor English	—	—	—	—	—	—	—
John Frascotti	—	—	—	—	—	—	$60,633
Dennis Erker	—	—	—	—	—	—	$824,116
Mark Hollinger	—	—	—	—	—	—	—
Barry James	—	—	—	—	—	—	—
Wendy Leaney	—	—	—	—	—	—	$144,003
Ronald Rogers	—	—	—	—	—	—	$229,488
Catherine Roozen	—	—	—	—	—	—	$345,972
Terrance Royer	—	—	—	—	—	—	$954,489
Julie Shaw	—	—	—	—	—	—	$140,993

(1) Based on the TSX closing share price of $12.29 per Class B Non-Voting Share as at August 31, 2016. 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, 2016. These amounts are reflected in Canadian dollars.

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 2016 for DSUs held by each individual non-executive director is equivalent to their respective individual directors fees paid in the form of DSUs. 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, 2016.

EXECUTIVE SUMMARY

The following highlights the Company's fiscal 2016 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 2016 KEY PERFORMANCE HIGHLIGHTS

Background

The Company has adopted a strategic plan with priorities designed to increase shareholder value through organic growth initiatives and acquisitions. There is an ongoing shift in media consumption habits driven by consumers' appetite for more high quality content across a variety of platforms. To achieve its growth objectives, the Company must ensure that its brands and content reach its audiences where they are. An intense focus will be placed on optimizing and monetizing these audiences, both at home and abroad, by executing on the Company's key strategic priorities as follows:

1. **Own and Control More Content**

   Increase production of owned content; and secure rights to world-class branded content to compete effectively in the domestic and international marketplace.

2. **Engage Our Audiences**

   Build a two-way relationship with audiences, both viewers and listeners.

3. **Expand into New and Adjacent Markets**

   Pursue growth in unregulated and regulated businesses, domestically and internationally. Leverage expertise into new categories and markets.

These strategic priorities will be advanced by deepening the Company's extensive domestic and global partnerships, deploying opportunistic, targeted merger and acquisition activities and through ongoing excellence in execution.

Key Performance Highlights

The transformative acquisition of Shaw Media Inc. ("Shaw Media") on April 1, 2016 was a key strategic move for the Company in fiscal 2016 and further advances Corus' strategic priorities.

As a result of the transaction, Corus acquired and consolidated Shaw Media's assets, consisting of 19 specialty television services and 12 Global Television-branded local and regional conventional television stations, which have wide coverage across Canada in locations from Vancouver to Halifax.

The acquisition of Shaw Media more than doubles Corus' size and provides the Company with enhanced competitive scale and brands. The Company expects to achieve significant operating efficiencies and gain access to new markets as a result of the acquisition.

With the acquisition of Shaw Media, Corus now has:

- A 35%(1) share of English-language television viewership and 91%(2) reach in television in English Canada on a monthly basis;

(1) Numeris TV Meter — Broadcast Year (8/31/2015 to 8/28/2016), Total Canada, A2+, M-Su, 2a-2a

(2) Numeris TV Meter — Broadcast Year (8/31/2015 to 8/28/2016), Total Canada, A2+, M-Su, 2a-2a, includes Canadian conventional and specialty TV

- Six of the top 10 specialty television networks for Adults 25-54[3], a firmly established, leading position in the women's category, with seven of the top 10 specialty television networks among Women 25-54[3], and a growing library of unscripted lifestyle content for Corus' use domestically and for sale internationally;
- Entry into the conventional television market. With the addition of Global Television, which reaches over 17 million Canadians weekly[4], the combined company has 15 conventional television stations;
- 39 radio stations, with 5.7 million listeners tuning in weekly[5]; and
- Continued leadership in the kids category, with ten kids specialty networks and over 13,000 half hour kids episodes, approximately 4,200 of which are owned by Corus and available for global distribution.

The acquisition of Shaw Media is accelerating Corus' transformation into a leading integrated media and content company with the scale, revenue diversification and free cash flow generation from its specialty and conventional television, radio, content and digital businesses, to compete both domestically and globally.

Concurrent with the completion of the transaction on April 1, 2016, the Company announced a new executive team that combined leadership talent from both companies. The Board also appointed a strong successor in preparation for the retirement of the Company's founding Chief Financial Officer in late fiscal 2016. Succession management will continue to be a top priority for the Board.

In addition to the acquisition of Shaw Media in fiscal 2016, significant progress was made during the year on the Company's strategic priorities, including:

- Expanded owned production slate to meet opportunities arising from the global demand for Kids, Women and Family-oriented programming. Secured solid sales in the international marketplace for the Company's inaugural slate of unscripted lifestyle series and a new slate of properties in the kids category;
- Launched a full suite of Disney channels;
- Continued the roll-out of Corus' suite of TV Everywhere apps, with six kids apps now in-market;
- Expanded strategic relationship with Cartoon Network, with a new, multi-year broadcast and merchandise deal;
- Secured strong programming line-up for the Company's Global Television and Corus' expansive suite of specialty networks;
- Discontinued the Company's regional Western Canada Pay television ("Pay TV") business to focus on national media brands;
- Deepened the breadth of offerings for advertisers, including continued expansion of the Company's advertising technology ("Ad Tech") initiatives; and
- Re-positioned key large market Radio stations to recapture audience share and rolled out an innovative organizational structure to capture synergies between Radio and conventional Global Television stations.

On the operating front, fiscal 2016 was a year of transformation for the Company, with the discontinuation of the Company's Pay TV business on February 29, 2016 and the acquisition of Shaw Media on April 1, 2016. In April, 2016, the Board approved adjusted budget targets to remove the impact of the disposition of the Company's Pay TV business for performance measurement purposes.

The Company's executive compensation program is designed to ensure alignment between compensation and the Company's performance against key financial performance indicators, including Earnings Per Share (EPS),

(3) Numeris TV Meter — Broadcast Year (8/31/2015 to 8/28/2016), Specialty Channels ex. Sports, Total Canada, M-Su, 2a-2a, Average Minute Audience

(4) Numeris TV Meter — Broadcast Year (8/31/2015 to 8/28/2016), Total Canada, A2+ M-Su, 2a-2a, Avg. Weekly Reach

(5) Numeris Radio, PPM & Diary — Combined, A2+ and A25-54, Reach Plan (M-Su, 5a-1a), Fall 2015 (8/31/2015 to 11/29/2015 for PPM Markets and 9/7/2015 to 11/1/2015 for Diary Markets) Average Weekly Reach and Share of Tuning

Segment Profit, Free Cash Flow (FCF) and Total Shareholder Return (TSR). Fiscal 2016 performance results and NEO compensation were closely aligned as follows:

- Achieved 92% of the adjusted Segment Profit budget target of $263.4 million, resulting in a 58% payout of short-term incentives for this performance measure;
- Achieved 103% of the adjusted FCF budget target of $128.9 million, resulting in a 126% payout of short-term incentives for this performance measure; and
- Achieved 77% of the adjusted EPS budget target of $1.04 per share, resulting in a 0% payout of short-term incentives for this individual performance measure for the CEO, CFO, former CFO and Executive Chair.

FISCAL 2016 COMPENSATION DECISIONS

The following pay decisions were made in respect of Named Executive Officer compensation for fiscal 2016:

- Base salaries were increased for Mr. Murphy pursuant to his employment agreement and for Mr. Peddie and Ms. McNair based on merit at the time of their annual compensation review. The base salaries of Mr. Murphy and Ms. McNair were also adjusted to reflect the increased size and scope of the Company following the completion of the Shaw Media acquisition, ensuring alignment with competitive compensation levels based on the Company's revised benchmarking peer group.
- Actual short-term incentive compensation ranged between 86% — 94% of target based on the Company's financial performance (92% of target) and the individual performance of NEOs (ranging between 60% — 100% of target given the inclusion of an EPS measure for certain NEOs)
- Long-term incentives were granted to NEOs at target levels, the eventual value of which will depend on future share price and total shareholder return performance.

For additional detail on these compensation decisions, see "*2016 Compensation Decisions*" on page 31.

FISCAL 2016 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 2015 and proposed changes which were approved by the Board and effective for fiscal 2016, including:

- Realigning the performance measures under the Short-term Incentive (STI) Plan with the Company's business strategy and key performance indicators including consolidated segment profit (40%), free cash flow (40%) and individual performance (20%)
- Introducing an EPS performance measure within the individual performance component of the STI award for the CEO/CFO/Executive Chair to maintain focus on a key financial measure
- Adjusting the performance range associated with minimum and maximum payout opportunities on the financial performance components of the STI award to 90% — 110% to better reflect the probability of achievement
- Adding a relative TSR metric (weighted 50%) to the Performance Share Unit (PSU) plan based on the Company's ability to outperform the S&P/TSX Composite Index over a 3 year period. No payouts will be made if the Company fails to achieve a minimum level of both absolute TSR and relative TSR. In addition, performance standards were revised to align with a market competitive payout opportunity of 0% — 150% of target.

For additional detail on these incentive plan changes, see "*2016 Compensation Decisions*" on page 31.

INTRODUCTION

NAMED EXECUTIVE OFFICERS

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

On August 31, 2016, Thomas Peddie retired as founding Executive Vice-President and CFO, after serving in this capacity since September 1, 1999. On July 4, 2016, John Gossling joined Corus as successor to Thomas Peddie and subsequently, on July 19, 2016, he was appointed by the Board as Executive Vice President and CFO to ensure an efficient transition period. As part of the acquisition of Shaw Media, Barbara Williams was appointed to the Company as Executive Vice President and Chief Operating Officer effective April 1, 2016. As such, the NEOs for fiscal 2016 are as follows:

NEO	Title
Doug D. Murphy	President and CEO ("CEO")
John R. Gossling	Executive Vice President and CFO ("CFO")
Thomas C. Peddie	Executive Vice President and CFO ("former CFO")
Heather A. Shaw	Executive Chair
Barbara L. Williams	Executive Vice President and Chief Operating Officer
Kathleen C. McNair	Executive Vice President, Special Advisor to the CEO and Chief Integration Officer

COMPENSATION GOVERNANCE

ROLE OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE

Purpose: The Human Resources and Compensation Committee ("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 Section 1.4 of National Instrument 52-110 *Audit Committees*. 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 Terrance Royer.

Catherine Roozen (Chair)	Mrs. Roozen has served as a member of the Human Resources Committee of several Boards over the past 16 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.
Terrance Royer	Mr. Royer has gained extensive human resources and compensation experience over the past 38 years through his various professional roles including Chairman of Royco Hotels Ltd., Executive Vice-Chairman of Royal Host REIT, President, CEO and founder of Royal Host Corp., and Chief Operating Officer of Chartwell Leisure Company. In these roles, Mr. Royer was responsible for oversight of a broad range of human resources and compensation matters, for executives and up to 8,000 employees. In addition, Mr. Royer, in his prior role as Chairman of the University of Lethbridge, was directly involved with implementation and oversight of government compensation policy for all senior executives, including the President and his direct reports.

The full Charter of the HRC Committee is available in Schedule B on page B-1 of this Management Information Circular.

EXECUTIVE COMPENSATION CONSULTING FEES

The HRC Committee engaged compensation consultants Hugessen Consulting Inc. ("Hugessen") beginning in fiscal 2009 to fiscal 2015 to provide advice to the HRC Committee on executive compensation matters.

Beginning 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 Hugessen and Towers in each of fiscals 2016 and 2015, and the fees incurred by the Company in respect of these consulting services.

<table>
<tr><th></th><th colspan="3">Fiscal 2016</th><th colspan="3">Fiscal 2015</th></tr>
<tr><td>Key Activities</td><td colspan="3">• Annual executive LTI award valuations
• Executive compensation review, benchmarking and recommendations following the Company's acquisition of Shaw Media, including base salary, STI and LTI plans
• Executive compensation disclosure review and recommendations
• Review of fiscal 2016 LTI awards for new executives who joined the Company mid-year</td><td colspan="3">• Annual executive LTI award valuations (Hugessen)
• Biennial executive compensation benchmarking, including base salary, STI and LTI plans (Towers)
• Executive compensation disclosure review and recommendations (Hugessen)
• Succession planning and compensation terms related to the retirement of founding CEO, John Cassaday and promotion of former COO, Doug Murphy to CEO (Hugessen)
• Review executive STI and LTI award programs and finalize design changes (Towers)</td></tr>
<tr><td rowspan="4">Fees</td><td rowspan="2">Hugessen</td><td>Executive Compensation:</td><td>$0</td><td rowspan="2">Hugessen</td><td>Executive Compensation:</td><td>$85,450</td></tr>
<tr><td>All Other Fees:</td><td>$0</td><td>All Other Fees:</td><td>$0</td></tr>
<tr><td rowspan="2">Towers</td><td>Executive Compensation:</td><td>$122,891</td><td rowspan="2">Towers</td><td>Executive Compensation:</td><td>$162,000</td></tr>
<tr><td>All Other Fees:</td><td>$0</td><td>All Other Fees[(1)]:</td><td>$80,000</td></tr>
</table>

(1) Includes fees related to an independent review of sales incentive programs at the Company's request

COMPENSATION DECISION MAKING — REVIEW AND APPROVAL PROCESS

To inform compensation decisions for NEOs, the HRC Committee conducts a comprehensive review of peer group benchmarks and compensation trends, at least on a biennial 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. Compensation is reviewed and benchmarked by the Board of Directors on a biennial basis. In fiscal 2016, an out-of-cycle review was conducted following the acquisition of Shaw Media to confirm the ongoing appropriateness of the benchmarking peer group and conduct a comprehensive benchmarking analysis in light of the increased size and scope of the Company and the appointment of a new executive leadership team. The biennial review of the CEO and Executive Chair compensation will next occur in fiscal 2017. The CEO is responsible for conducting performance evaluations for other NEOs and providing compensation recommendations to the HRC Committee on an annual basis. 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 overseeing and monitoring 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:

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, two-thirds of NEO compensation is "at-risk" based on metrics aligned with strategic goals. Of this variable at-risk compensation, between approximately 55% and 75% is based on long-term performance 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 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, deferred share units ("DSUs") and PSUs, all of which are linked to long-term shareholder value.
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 5 year period and cannot be redeemed until termination of employment. This focuses executives on creating and sustaining long-term shareholder value.
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.
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 and COO, 1x for EVPs and 0.75x for SVPs and VPs) that each current and future executive must attain within five years (seven years for VPs). At the date of this circular, all NEOs have met or exceeded their applicable share ownership guideline except for Mr. Gossling and Ms. Williams, who joined the Company in fiscal 2016. 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. In addition, executives can elect to receive a portion of their short-term incentive award in DSUs, which facilitates additional alignment with shareholders over the long-term. These units have no vesting criteria but can only be paid out upon termination.
Equity Compensation Hedging Policy	The Company's Code of 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 a biennial basis.

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

- Canadian companies participating in the S&P/TSX Consumer Discretionary Index
- Comparable size as measured by revenue, segment profit, enterprise value and market capitalization
- Similar business operations and industry focus
- Competitors for talent

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

- Canadian companies participating in the S&P/TSX Composite Index
- Comparable size within a range as measured by market capitalization

The compensation data and general trends from third-party compensation surveys are used as one input to formulate compensation recommendations, given there are limited direct peers that meet the peer group criteria. The peer group used to assess NEO pay levels for purposes of determining fiscal 2016 compensation was updated from fiscal 2015 to include MTS Inc. (formerly MTS Allstream Inc.), which met the peer group selection criteria.

NEO Peer Group, excluding Executive Chair:

Aimia Inc.	MTS Inc. (formerly MTS Allstream Inc.)
Cineplex Inc.	Quebecor Inc.
Cogeco Cable Inc.	Rona Inc.
Dollarama Inc.	Sirius XM Canada Holdings Inc.
Hudson's Bay Company	TVA Group Inc.
IMAX Corporation	

NEO Peer Group for Executive Chair only:

Aecon Group Inc.	Hudson's Bay Company
Bombardier Inc.	Just Energy Group Inc.
CCL Industries Inc.	Keyera Corp
CI Financial Corp.	New Gold, Inc.
Genworth MI Canada Inc.	Paramount Resources Inc.

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, short-term incentive plan ("STI") and the expected value of long-term incentive plan ("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 pure play media company in Canada.

Target Compensation Mix — Percentage of Total Direct Compensation for Fiscal 2016

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 2016 is listed in the table below.

	Fixed	At-Risk	
NEO	Base Salary	Short-term Incentives	Long-term Incentives
Doug D. Murphy	23.5%	23.5%	53.0%
John R. Gossling	28.2%	22.5%	49.3%
Thomas C. Peddie (former CFO)	38.5%	23.0%	38.5%
Heather A. Shaw	25.0%	25.0%	50.0%
Barbara L. Williams	28.2%	22.5%	49.3%
Kathleen C. McNair	42.5%	25.5%	32.0%

COMPENSATION PROGRAM OVERVIEW

Key Elements of the 2016 Compensation Program

The following table provides an overview of the key elements of NEO compensation in fiscal 2016. 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)** Annual cash award based on achievement of annual targets: • Consolidated budgeted segment profit (40%) • Consolidated budgeted free cash flow (40%) • Individual performance objectives (20%) capped at 150% of target • CEO/CFO/Executive Chair individual performance component is weighted 50% to EPS and 50% to individual performance for the fiscal 2016 award	• 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)
	• PSUs (50%)
	  • 3 year vesting period based on achievement of an annualized TSR 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 payout
	• 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
		• Motivate and reward
		• Align interests of executives and shareholders
		• Reward for growth in shareholder value through share price
		• Supports pay-for-performance philosophy

Other	**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	• Provides cost effective means of acquiring company shares • Facilitates shareholder alignment
	Retirement Arrangements and Perquisites • Defined Benefit ("DB") Supplemental Executive Retirement Plan ("SERP") • Select perquisites consistent with market practice	• Attract and retain • Provides supplemental retirement benefits • Perquisites are linked to business need

2016 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 were conducted on an annual basis for fiscals 2016 and 2017. As well, a comprehensive peer benchmarking analysis was conducted in fiscal 2016 following the acquisition of Shaw Media and announcement of the new executive leadership team. Increases were approved for certain executives in fiscals 2016 and 2017 as described below.

The following table provides the fiscal 2016 NEO salaries as well as the salaries determined for fiscal 2017 based on the Company's annual compensation review conducted in October 2016.

NEO	2016	2017	2015-2016 Change	2016-2017 Change
Doug D. Murphy	$900,000(1)	$900,000	27.0%	0%
John R. Gossling	$555,000	$555,000	n/a	0%
Thomas C. Peddie (former CFO)	$523,000	n/a	2.5%	n/a
Heather A. Shaw	$950,000	$950,000	0%	0%
Barbara L. Williams	$800,000	$800,000	n/a	0%
Kathleen C. McNair	$415,000(2)	$415,000	7.7%	0%

(1) Mr. Murphy's salary in fiscal 2016 reflects both a 14% increase received effective September 1, 2016 pursuant to his employment agreement as well as a 13% increase effective April 1, 2016 to ensure alignment with the Company's target position within the benchmarking peer group.

(2) Ms. McNair's salary in fiscal 2016 reflects both a 2.6% merit increase effective September 1, 2015 as well as a 5.1% increase, in recognition of the scope of the integration mandate, effective May 16, 2016.

SHORT-TERM INCENTIVES

The short-term incentive plan ("STI") rewards NEOs for the achievement of certain financial performance targets, as outlined in the Company's annual Operating Plan (the "Plan"), and individual performance results. The 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 Plan. In Fiscal 2016, the Board approved an adjustment to these targets mid-year to reflect the discontinuation of the Pay Television business on February 29, 2016.

Individual 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 2016, the individual performance component was 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.

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 2016, following a comprehensive benchmarking analysis, the target STI as a percentage of base salary remained unchanged for all legacy Corus NEOs and target STI as a percentage of base salary were established for NEOs who were new to the Company. Actual STI awards can range from 0% — 200% of target based on financial and individual performance, as illustrated below.

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%	200%
John R. Gossling	0%	40%	80%	160%
Thomas C. Peddie	0%	30%	60%	120%
Heather A. Shaw	0%	50%	100%	200%
Barbara L. Williams	0%	40%	80%	160%
Kathleen C. McNair	0%	30%	60%	120%

2016 STI Performance Measures

For fiscal 2016, NEO STI awards were determined based on the following performance measurement approach:

Budgeted consolidated Segment Profit **40%**	+	Budgeted consolidated Free Cash Flow ("FCF") **40%**	+	Individual Performance **20%**

The Company selected STI financial objectives of Budgeted consolidated segment profit and FCF for all NEOs, and EPS as an additional individual performance measure for the CEO and CFO, as it believes that these measures are strong indicators of performance and shareholder value creation. Segment profit 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 and Comprehensive Income in its quarterly and annual Management's Discussion and Analysis. FCF is a non-GAAP measure and 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. The Company provides reconciliation of free cash flow to GAAP in its quarterly and annual Management's Discussion and Analysis.

Fiscal 2016 STI Awards

The Board of Directors approve 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 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.

Financial Performance

Fiscal 2016 was a year of transformation for the Company, with the discontinuation of the Company's Pay TV business on February 29, 2016 and the acquisition of Shaw Media on April 1, 2016 being reflected in the financial results. As a result of these transactions, the Board approved adjusted budget targets in April, 2016, to remove the impact of the disposition of the Company's Pay TV business, and to assess achievement of target, the HRC Committee also approved the removal of the impact of certain unbudgeted interest and business acquisition, integration and restructuring costs related to the acquisition of Shaw Media. Actual performance results are provided in the table below:

Measures	Weight	Threshold (90% of Target)	Target	Maximum (110% of Target)	Fiscal 2016 Actual Performance Achieved (% of target)	Payout Factor (% of Target)
Segment Profit (Millions)	40%	$237.1	$263.4	$289.7	$241.3 (92%)	58%
FCF (Millions)	40%	$116.0	$128.9	$141.8	$132.2 (103%)	126%
Payout Factor — Financial Component for all NEOs						92%

Individual Performance

NEO individual performance objectives in fiscal 2016 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 product offerings; organizational design, development and succession management; integration management; and identifying and capturing revenue and cost synergies. 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.

In respect of the CEO, CFO/former CFO and Executive Chair, 50% of the individual performance objective was based on EPS performance relative to target. For fiscal 2016, the EPS target was not met, resulting in zero payout under this financial component. Other personal objectives, which comprise the remaining 50% of the individual award for these NEOs, were achieved at 120% of target. As a result, the total individual component was achieved at 60% of target for these NEOs.

Measures	Weight	Threshold (90% of Target)	Target	Maximum (110% of Target)	Fiscal 2016 Actual Performance Achieved (% of target)	Payout Factor (% of Target)
EPS (CEO, CFO and Executive Chair only)	10%	$0.94	$1.04	$1.14	$0.80 (77%)	0%

Ms. Williams and Ms. McNair successfully achieved their personal objectives, resulting in an individual performance score of 100% of target.

Based on financial and individual performance results, fiscal 2016 STI awards were as follows:

Participant	Financial Component (% of Target)	Individual Component (% of Target)	Weighted Total Score (% of Target)
Doug D. Murphy(1)	92%	60%	86%
John R. Gossling(2)	92%	60%	86%
Thomas C. Peddie	92%	60%	86%
Heather A. Shaw	92%	60%	86%
Barbara L. Williams(2)	92%	100%	94%
Kathleen C. McNair(3)	92%	100%	94%

(1) STI award for fiscal 2016 was prorated for salary increase effective April 1, 2016

(2) STI award for fiscal 2016 was prorated to date of hire

(3) STI award for fiscal 2016 was prorated for salary increase effective May 16, 2016

INTEGRATION INCENTIVE PLAN (2017 — 2018)

In fiscal 2016, following the Company's acquisition of Shaw Media, a non-equity incentive plan (''Integration Incentive Plan'' or the ''Plan'') was established for certain executives to provide a financial incentive to meet key integration objectives over a performance period of April 1, 2016 to August 31, 2017. The NEOs enrolled in the Plan are Ms. Williams, Mr. Peddie and Ms. McNair. In fiscal 2017, Mr. Gossling was enrolled in the plan on a pro-rated basis.

The Plan has two components. The first component is based on the achievement of individual, high-impact structural integration objectives, with a maximum payout of 15% of base salary and 0% payment is possible should objectives not be met. Any achievement for this first component will be payable to Ms. Williams, Mr. Peddie and Ms. McNair in fiscal 2017 at such time as performance against their individual objectives is determinable. The second component is based on sustaining integration cost synergies into fiscal 2018. The target payout on the second component for NEOs ranges from 65% — 85% of base salary (in the case of Mr. Gossling and Mr. Peddie, pro-rated to reflect their tenure during the integration period). There is a potential for 0% payout if objectives are not met and a maximum opportunity of target payout plus an additional 50% of base salary if objectives are meaningfully exceeded. Achievement of this second component will be evaluated and, if warranted, payable in fiscal 2018.

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 Volume-Weighted 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 end of the fiscal year for which the performance units are granted. 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 2016, 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 remained unchanged for Mr. Murphy, Ms. Shaw, Ms. McNair and Mr. Peddie from fiscal 2015. For Mr. Gossling and Ms. Williams, who joined the Company in 2016, the targets were determined following a full compensation benchmarking analysis for the COO and CFO positions which was reviewed by the HRC Committee in fiscal 2016 as part of their decision-making process.

Participant	Target LTI (% of base salary)
Doug D. Murphy	225%
John R. Gossling	175%
Thomas C. Peddie	100%
Heather A. Shaw	200%
Barbara L. Williams	175%
Kathleen C. McNair	75%

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 2016, the NEOs were granted Stock Options based on each NEOs' target award level, expressed as a percentage of base salary. 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. For Mr. Gossling and Ms. Williams, the award was based on a pro-rated target award level of 2/12 and 5/12, respectively, which is reflective of their date of hire. See the "*Summary Compensation Table*" on page 40 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. For fiscal 2016, the HRC Committee approved and the Company implemented a change to the performance measurement system for the PSUs to ensure that pay outcomes are balanced from an internal and external perspective. The vesting of PSU awards is now dependent upon the Company achieving absolute Total Shareholder Return ("TSR") hurdles (50% weight) and a relative performance hurdle (50% 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 2016 awards.

The performance vesting criteria for fiscal 2016 awards are as follows:

Absolute TSR Performance (50% weight)

Annualized TSR%	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 Dividend Reinvestment Plan ("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 2016, the NEOs 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 VWAP on the TSX of the Company's shares for the period ended August 31 of the prior fiscal year, for Mr. Murphy, Mr. Peddie, Ms. Shaw and Ms. McNair, and for the period ended July 15, 2016 for Mr. Gossling and Ms. Williams. The total value of PSUs granted to Mr. Gossling and Ms. Williams in fiscal 2016 was based on a pro-rated target award level of 2/12 and 5/12, respectively, which is reflective of their date of hire. These PSUs incorporate the same performance conditions and payout timing as the grants made to the other NEOs in fiscal 2016. See the "*Summary Compensation Table*" on page 40 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 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 2016, the NEOs 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 Company's shares for the period ended August 31 of the prior fiscal year, for Mr. Murphy, Mr. Peddie, Ms. Shaw and Ms. McNair, and for the period ended July 15, 2016 for Mr. Gossling and Ms. Williams. The total value of DSUs granted to Mr. Gossling and Ms. Williams in fiscal 2016 was based on a pro-rated target award level of 2/12 and 5/12, respectively, which is reflective of their date of hire. See the "*Summary Compensation Table*" on page 40 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 Director's Deferred Share Unit Plan, as described in further detail on page 19 labelled "*Director 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 short-term incentive payout (if any) in the form of DSUs. For fiscal 2016, no NEOs elected to be paid a portion of their annual incentive awards in the form of DSUs.

EMPLOYEE SHARE PURCHASE PLAN (ESPP)

Under the ESPP, NEOs may contribute a maximum of 5% of their monthly base salary and receive a Company contribution equal to 25% of the 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

Each of the current NEOs participate in the Company's Defined Benefit Supplementary Executive Retirement Plan ("DB SERP"). In addition, NEOs are members of a DC Plan which is available to all employees. 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.

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 Participants (Effective September 1, 2007)	**New Participants (Effective on or after September 1, 2010)**
Eligible NEOs	Thomas Peddie and Heather Shaw	Doug Murphy, Kathleen McNair, John Gossling, Barbara Williams
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 (for Ms. Williams, includes prior service with Shaw Media), 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 base salary earnings times credited service (highest average base salary earnings defined as the highest average base monthly earnings over the most recently completed 36 consecutive months) or, for Ms. Williams only, product of 2.0% of the Participant's highest average earnings times credited service (highest average earnings defined as the highest average base monthly earnings plus actual annual short-term incentive bonus paid over the most recently completed 36 consecutive months)	
Maximum Pension Earnings	Maximum pension earnings will be capped at 40% of the final three year average base salary earnings (or for Ms. Williams, 40% of the highest average earnings). The normal form of payment is a lifetime pension guaranteed for ten years.	

DC Plan

The Company provides Participants, including the NEOs and certain members of executive management 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.

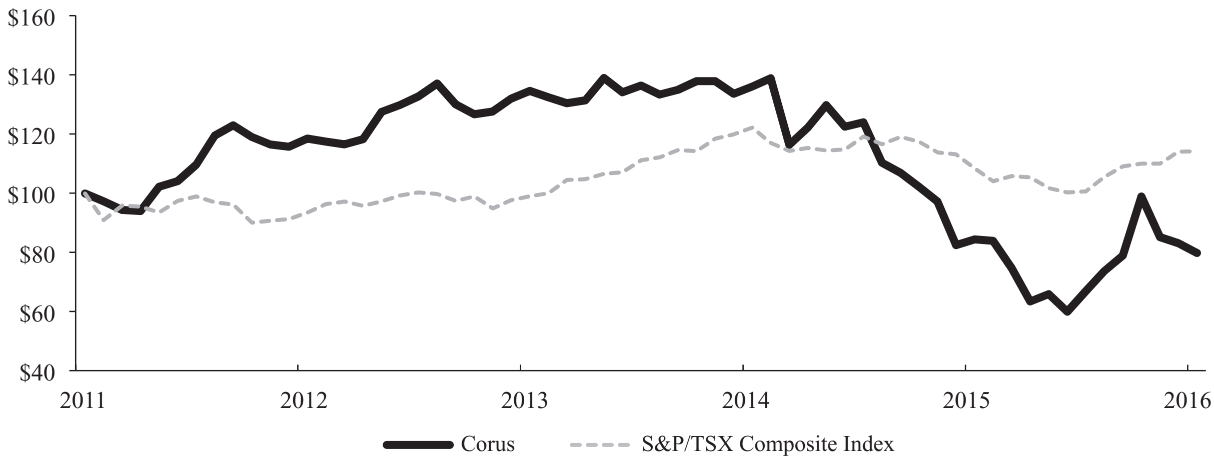
The Company's contributions to the Participant's DC Plan, which includes contributions made following the date of entry into the plan and after factoring in the past service credit dates, where applicable for the purposes of the DB SERP, are used to fund the individual Participant's DB SERP once vested.

2016 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, 2011 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, 2011 to August 31, 2016



Fiscal Year	2011	2012	2013	2014	2015	2016	Change(1)
Corus	$100	$119	$135	$136	$ 84	$ 80	−4.4%
S&P/TSX Composite Index	$100	$ 94	$ 99	$122	$109	$114	2.7%

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

Although TSR over the 5 year period has decreased 4.4%, from 2011 to 2014, the Company delivered an annualized shareholder return of 6.4%, greater than that of the S&P/TSX Composite Index at 4.1%. In fiscal 2016, the Company’s performance was impacted by macroeconomic and regulatory factors which resulted in a 14% share price decline. On the macroeconomic front, soft advertising market conditions, certain major sporting events, such as the Olympics (broadcast on competitors’ networks), and the timing of agency contract renewals had a significant impact on advertising demand in fiscal 2016. 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 due to the perceived negative impact of the new regulations on the Company’s business. Subsequent to the roll-out of these regulations in 2016, the Company has not seen a material negative impact to its business. On November 19, 2015 the Company announced the discontinuation of its Pay television business effective February 29, 2016. On January 13, 2016, concurrent with the release of its first quarter results, the Company announced that Corus had entered into an agreement with Shaw Communications Inc. to acquire Shaw Media, with the acquisition subsequently closing on April 1, 2016. As such, the financial results for fiscal 2016 reflect the results of the Company’s discontinued Pay television business for the six months ended February 29, 2016 and the operating results of the acquired Shaw Media business for the five months ended August 31, 2016.

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 2011 as a base year.

Fiscal Year	Corus 5 Year Financial Performance[1] ($ Millions)					
	Consolidated Segment Profit	Change[2]	Free Cash Flow	Change[2]	Earnings Per Share	Change[2]
2011	$285.4		$133.3		$ 1.79	
2012	$290.0		$155.1		$ 1.79	
2013	$270.0		$154.1		$ 1.91	
2014	$289.6	7.6%	$175.3	7.1%	$ 1.77	−11.7%
2015	$277.2		$201.2		$(0.29)	
2016	$411.0		$188.2		$ 0.96	

Corus 5 Year Total NEO Compensation ($ Millions)	
Total Direct Compensation[3]	Change[2]
$11.7	
$14.1	
$12.2	
$11.1	0.6%
$ 8.8	
$12.1	

(1) Financial performance reflects actual results as reported in the Company's Annual Report for each fiscal year. For fiscal 2016, proforma results of $241.3 million of segment profit and $132.2 million of free cash flow were used for STI performance measurement purposes to remove the impact of the discontinuation of the Company's Pay Television business and the acquisition of Shaw Media.

(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. 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.

During the five year period ended August 31, 2016, the combined NEO total compensation (as reported in the Summary Compensation Table) increased at a compound annualized rate of 0.6%.

The actual compensation realized by NEOs is meaningfully lower than the compensation values reported in the Summary Compensation Table over the 5 year period ended August 31, 2016. This is due to the Company's philosophy 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. Due to the decline in the Company's share price for the year ended August 31, 2016, all outstanding NEO stock options issued prior to August 31, 2015 have a value of $0 as shown in Table 6 — *Outstanding Option-Based and Share-Based Awards*, and the value of outstanding DSUs and PSUs have decreased in line with the share price decline. As well, PSUs granted in 2013 with a performance period ended August 31, 2016 only vested at 33.3% of target as described in Table 7 — *Incentive Plan Awards — Value Vested or Earned During the Year*. This reflects a significant decrease from the grant date value of long-term incentives disclosed in the Summary Compensation Table. The HRC Committee is confident that the executive compensation 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: Annual Incentive Plans	Non-Equity Incentive Plan Compensation: Long-term Incentive Plans	Pension Value[4]	All Other[5] Compensation	Total Compensation
Doug D. Murphy President and CEO	2016 2015 2014	$841,667 $650,556 $583,333	$1,350,370 $1,181,723 $ 450,000	$450,045 $254,506 $150,000	$720,148 $357,939[6] $320,832	— — —	$520,000 $311,000 $ 95,000	$ 103,271 $ 8,132 $ 7,292	$3,985,501 $2,763,856 $1,606,457
John R. Gossling[6] Executive Vice President and CFO (from July, 2016)	2016 2015 2014	$ 90,398 — —	$ 122,109 — —	$ 40,500 — —	$ 63,316 — —	— — —	$ 11,000 — —	— — —	$ 327,323 — —
Thomas C. Peddie[7] Former Executive Vice President and CFO (to August, 2016)	2016 2015 2014	$523,000 $507,400 $492,000	$ 393,078 $ 382,154 $ 370,800	$130,698 $127,600 $123,600	$268,494 $195,340 $211,492	— — —	$ 14,000 $133,000 $118,000	$1,775,138 $ 6,343 $ 6,150	$3,104,408 $1,351,837 $1,322,042
Heather A. Shaw Executive Chair	2016 2015 2014	$950,000 $950,000 $950,000	$1,425,242 $1,424,706 $1,425,000	$474,979 $474,904 $475,000	$812,840 $606,448 $677,312	— — —	$118,000 $195,000 $201,000	$ — $ 4,453 $ 11,875	$3,781,061 $3,655,511 $3,740,187
Barbara L. Williams[6] Executive Vice President and COO (from April, 2016)	2016 2015 2014	$333,333 — —	$ 438,542 — —	$146,250 — —	$249,499 — —	— — —	$160,000 — —	$ 3,750 — —	$1,331,374 — —
Kathleen C. McNair Executive Vice President, Special Advisor to the CEO and Chief Integration Officer	2016 2015 2014	$400,833 $382,633 $362,438	$ 221,942 $ 215,208 $ 210,000	$ 74,117 $ 72,152 $ 69,549	$225,017 $147,462 $156,133	— — —	$123,000 $107,000 $113,000	$ 5,010 $ 4,783 $ 4,533	$1,049,919 $ 929,238 $ 915,653

(1) Base salary increases are effective as at September 1 for all NEOs. In fiscal 2016, Mr. Murphy received an increase on September 1, 2016 in accordance with the terms of his employment agreement and an increase following the HRC Committee's comprehensive benchmarking review in April, 2016. Ms. McNair received an increase on May 16, 2016 in recognition of the scope of her integration mandate. Mr. Gossling joined the Company on July 4, 2016 and Ms. Williams joined the Company on April 1, 2016.

(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, 2015, 2014 and 2013 was $13.37, $24.62 and $25.00, respectively. In fiscal 2015 and 2014, a 20% discount to the VWAP is applied to determine the grant date fair value, which reflects the challenging performance vesting criteria attached to the award and lack of upside opportunity above target. The accounting fair value for these awards is based on the closing market 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 for fiscal 2015 and 2014 reflects the 20% discount to VWAP and for fiscal 2016, 2015 and 2014 reflects the aforementioned 3 month difference in timing for the valuation dates.

	Fiscal 2016		Fiscal 2015		Fiscal 2014	
	Grant Date Fair Value	**Accounting Fair Value**	**Grant Date Fair Value**	**Accounting Fair Value**	**Grant Date Fair Value**	**Accounting Fair Value**
Fair Value/PSU	$13.37	$10.48	$19.70	$21.70	$20.00	$24.40
Variance to Grant Date Fair Value		$(2.89)		$2.00		$4.40

In July 2016, PSUs were granted to Ms. Williams and Mr. Gossling as part of the annual long-term incentive entitlements for fiscal 2016 and the amount of these grants was pro-rated to their date of hire. The grant date fair value of $13.13 for the award was based on the 20 day VWAP on the TSX as at July 15, 2016. The accounting fair value of $12.90 was based on the closing share price on the TSX per Class B Non-Voting Share as at July 29, 2016.

In addition to the annual PSU grant, Doug Murphy received a special PSU award upon his promotion to President and CEO in fiscal 2015. The grant date fair value of $19.70 for the award was based on the 20 day VWAP on the TSX as at August 31, 2014 and a 20% discount as described above, as it was determined by the HRC Committee that the award should be granted at the same value as the original annual grants. The accounting fair value of $17.64 was based on the closing share price on the TSX per Class B Non-Voting Share as at May 29, 2015.

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, 2015, 2014 and 2013 was $13.37, $24.62 and $25.00, 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 3 month difference in timing for the valuation dates.

	Fiscal 2016		Fiscal 2015		Fiscal 2014	
	Grant Date Fair Value	**Accounting Fair Value**	**Grant Date Fair Value**	**Accounting Fair Value**	**Grant Date Fair Value**	**Accounting Fair Value**
Fair Value/DSU	$13.37	$10.48	$24.62	$21.70	$25.00	$24.40
Variance to Grant Date Fair Value		$(2.89)		$(2.92)		$(0.60)

In July 2016, DSUs were granted to Mr. Gossling and Ms. Williams as part of the annual long-term incentive entitlements for fiscal 2016 and the amount of these grants was pro-rated to their date of hire. The grant date fair value of $13.13 for the award was based on the 20 day VWAP on the TSX as at July 15, 2016. The accounting fair value of $12.90 was based on the closing share price on the TSX per Class B Non-Voting Share as at July 29, 2016.

In addition to the annual DSU grant, Doug Murphy received a special DSU award upon his promotion to President and CEO in fiscal 2015. The grant date fair value of $24.62 for the award was based on the 20 day VWAP on the TSX as at August 31, 2014, as it was determined by the HRC Committee that the award should be granted at the same value as the original annual grants. The accounting fair value of $17.64 was based on the closing share price on the TSX per Class B Non-Voting Share as at May 29, 2015.

(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. Prior to 2015, the estimated grant date fair value was calculated based on a Black-Scholes valuation model. Beginning with the fiscal 2015 grants, 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 and low volatility 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.

The variance of Accounting Fair Value to estimated Grant Date Fair Value principally arises from differences in assumptions related to 1) the average ("expected") historical life of the options and 2) the expected volatility over the life of the options. For the fiscal 2016 grant to Mr. Murphy, Ms. Shaw, Mr. Peddie and Ms. McNair, the estimated grant date fair value was determined in October, 2015, but an extended blackout period was instituted at the time due to the Company's ongoing negotiations with Shaw Communications Inc. for the acquisition of Shaw Media. As such, the options were not issued until exit from the blackout period in January, 2016, which is the basis for the accounting fair value. The key assumptions used to determine the Estimated Grant Date Fair Value and the Accounting Fair Value of option awards are as follows:

	Fiscal 2016		Fiscal 2015		Fiscal 2014	
Assumptions	**Estimated Grant Date Fair Value**	**Accounting Fair Value Range**	**Estimated Grant Date Fair Value**	**Accounting Fair Value Range**	**Estimated Grant Date Fair Value**	**Accounting Fair Value Range**
Expected Life in Years	7.5	6.0 - 6.8	7.5	6.0 - 7.0	7.5	6.0 - 7.0
Risk-free Interest Rate	1.17%	0.9% - 1.0%	1.82%	1.6%	2.18%	1.8% - 2.0%
Expected Volatility	19.26%	21.4% - 24.9%	15.04%	22.5% - 26.2%	17.35%	24.9% - 27.3%
Expected Dividend Yield	6.03%	10.9%	4.41%	4.7%	4.24%	4.3%
Stock Price / Exercise Price	$13.97	$10.38	$24.87	$23.27	$25.00	$23.67
Fair Value	$1.37	$0.24 - $0.36	$2.32	$2.63 - $3.31	$2.39	$3.50 - $3.86
Variance to Estimated Grant Date Fair Value		($1.01 - $1.13)		$0.31 - $0.99		$1.11 - $1.47

In July 2016, options were granted to Mr. Gossling and Ms. Williams as part of the annual long-term incentive entitlements for fiscal 2016 and the amount of these grants was pro-rated to their date of hire. The reasons for the variance of Accounting Fair Value to estimated Grant Date Fair Value are the same as those listed above, with the exception that there was no extended blackout period in place at the time of grant.

	Fiscal 2016	
Assumptions	**Estimated Grant Date Fair Value**	**Accounting Fair Value Range**
Expected Life in Years	7.5	4.7 - 5.9
Risk-free Interest Rate	0.90%	0.6% - 0.7%
Expected Volatility	27.66%	22.1% - 27.6%
Expected Dividend Yield	9.73%	9.1%
Stock Price / Exercise Price	$12.56	$12.62
Fair Value	$1.50	$0.48 - $0.88
Variance to Estimated Grant Date Fair Value		($0.62 - $1.02)

In addition to the annual stock option grant in fiscal 2015, Doug Murphy received a special stock option award upon his promotion to President and CEO. The key assumptions used to determine the Estimated Grant Date Fair Value and the Accounting Fair Value of Mr. Murphy's option awards are as follows:

	Fiscal 2015	
Assumptions	**Estimated Grant Date Fair Value**	**Accounting Fair Value Range**
Expected Life in Years	7.5	6.0 - 7.0
Risk-free Interest Rate	0.99%	1.0% - 1.1%
Expected Volatility	20.83%	21.8% - 27.2%
Expected Dividend Yield	6.48%	6.5%
Stock Price / Exercise Price	$17.58	$17.58
Fair Value	$1.85	$1.21 - $1.79
Variance to Estimated Grant Date Fair Value		($0.06 - $0.64)

(4) Includes amounts contributed to the SERP for Mr. Murphy, Mr. Gossling, Mr. Peddie, Ms. Shaw, Ms. Williams and Ms. McNair in fiscals 2016, 2015 and 2014, where applicable.

(5) Aggregate "Other Compensation" is based on actual costs and taxable benefits in fiscals 2016, 2015 and 2014 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 for the respective fiscal years. Mr. Murphy was entitled to perquisites and other benefits in fiscal 2016, including club membership costs in the amount of $65,300 in accordance with the terms of his employment agreement. All NEOs are entitled to perquisites and other benefits according to Company policy.

(6) In fiscal 2016, Mr. Gossling and Ms. Williams' short-term incentive ("STI") awards and long-term incentive ("LTI") awards were pro-rated to their date of hire. Mr. Gossling joined the Company on July 4, 2016, and Ms. Williams joined the Company on April 1, 2016, and as such, they received 2/12 and 5/12 of their awards for fiscal 2016, respectively.

(7) Following Mr. Peddie's retirement on August 31, 2016, he began to receive a retirement allowance in semi-monthly installments which will continue for a period of two years. The total value of the retirement allowance is $1,768,600 which includes an amount equivalent to two times his base salary, two times his fiscal 2016 STI at target and two years of future service granted to Mr. Peddie during the retirement allowance period. Mr. Peddie will not begin to receive his SERP until the end of the two year retirement allowance period. Mr. Peddie may also be entitled to receive a potential Integration Incentive Award based on his contributions towards certain integration objectives during his tenure as described on page 50 under the section entitled *Termination and Change of Control Arrangements*. The amount of any potential payment is not determinable at this time as the integration objectives are still in progress as at November 24, 2016 and a 0% payout is possible if objectives are not achieved.

INCENTIVE PLAN 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, 2016.

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

	Option-Based Awards				Share-Based Awards		
Name	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	328,500 53,800 66,800 62,900 55,800 35,300 23,700 15,600	$10.38 $17.58 $23.27 $23.67 $22.00 $19.59 $22.31 $17.50	20-Jul-2023 17-Oct-2022 23-Apr-2022 24-Apr-2021 24-Apr-2020 25-Apr-2019 26-Apr-2018 22-Apr-2017	$627,435 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0	183,194	$1,372,351	$1,419,679
John R. Gossling	27,000	$12.56	18-Jan-2024	$ 0	9,300	$ 63,496	—
Thomas C. Peddie	95,400 55,000 51,800 53,600 33,900 24,700 28,400	$10.38 $23.27 $23.67 $22.00 $19.59 $22.31 $17.50	20-Jul-2023 23-Apr-2022 24-Apr-2021 24-Apr-2020 25-Apr-2019 26-Apr-2018 22-Apr-2017	$182,214 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0	32,500	$ 133,128	$ 889,427
Heather A. Shaw	346,700 204,700 199,100 177,300 112,000 80,600	$10.38 $23.27 $23.67 $22.00 $19.59 $22.31	20-Jul-2023 23-Apr-2022 24-Apr-2021 24-Apr-2020 25-Apr-2019 26-Apr-2018	$662,197 $ 0 $ 0 $ 0 $ 0 $ 0	230,400	$1,854,102	$1,384,936
Barbara L. Williams	97,500	$12.56	18-Jan-2024	$ 0	33,400	$ 227,766	—
Kathleen C. McNair	54,100 31,100 10,500 18,600 19,000 12,000 8,700 12,300	$10.38 $23.27 $25.40 $23.67 $22.00 $19.59 $22.31 $17.50	20-Jul-2023 23-Apr-2022 15-Jul-2021 24-Apr-2021 24-Apr-2020 25-Apr-2019 26-Apr-2018 22-Apr-2017	$103,331 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0 $ 0	33,600	$ 262,179	$ 37,300

(1) Based on the TSX closing share price of $12.29 per Class B Non-Voting Share as at August 31, 2016.

(2) Represents unvested performance-based units granted under the PSU Plan in fiscals 2016 and 2015, unvested units granted under the DSU Plan from fiscals 2012 – 2016 and the unvested portion of Mr. Murphy's special DSUs which were granted in fiscal 2011 (25% unvested). The value for all unvested PSUs is based on the TSX closing share price of $12.29 per Class B Non-Voting Share as at August 31, 2016 times the expected performance factor achieved for the respective grant. For the purposes of this table, PSUs granted in fiscals 2016 and 2015 are assumed to payout at 33.33% of target, reflecting the minimum possible performance achievement to-date as at August 31, 2016. The value shown for the PSUs does not include the "dividend equivalent" which is payable, according to the terms of the PSU Plan, only at such time as the PSUs vest. It is estimated that the dividend equivalent would be $3.42 and $3.40 per PSU for the fiscal 2016 and 2015 PSUs, respectively.

The value for all unvested DSUs is based on the TSX closing share price of $12.29 per Class B Non-Voting Share as at August 31, 2016 and does not include the "dividend equivalent" which is payable, according to the terms of the DSU Plan, only at such time as the DSUs vest. It is estimated that the dividend equivalent would be $5.70, $5.68, $5.60, $5.45 and $5.24 per DSU for the fiscal 2016, 2015, 2014, 2013, and 2012 DSUs, respectively. The estimated dividend equivalent would be $5.87 per DSU in respect of Mr. Murphy's special DSU grants in fiscal 2011.

(3) Vested share-based awards as at August 31, 2016 are comprised of all DSUs granted under the DSU Plan in fiscals 2008, 2009, 2010 and 2011, Mr. Murphy's special DSU grants which were granted in fiscals 2011 (75% vested) and 2010 (100% vested), all of Mr. Peddie's DSUs (fiscals 2008 – 2016) plus the dividend equivalents on all vested DSUs. The value for these DSUs is based on the TSX closing share price of $12.29 per Class B Non-Voting Share as at August 31, 2016.

Table 7 sets out the values vested or earned during fiscal 2016 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 2016.

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	$ 0	$484,881(4)	$720,148
John R. Gossling	$ 0	$ 0	$ 63,316
Thomas C. Peddie(5)	$ 0	$631,910	$268,494
Heather A. Shaw	$ 0	$599,325	$812,840
Barbara L. Williams	$ 0	$ 0	$249,499
Kathleen C. McNair	$ 0	$ 75,032	$225,017

(1) Aggregate value is based on the TSX closing share price per Class B Non-Voting Share on the Option vesting dates: $12.54 as at October 23, 2015, (for October 23, 24 and 25, 2015 vesting dates), $12.43 as at October 26, 2015, $12.20 as at October 27, 2015, $11.51 as at January 15, 2016 and $11.83 as at April 17, 2016.

(2) PSUs granted in fiscal 2014 with a performance period ended August 31, 2016 have vested based on achieving a performance factor of 33.3% of the maximum target of 100%, using the TSX 20 Day VWAP as at August 31, 2016 of $12.72, and the value vested includes a PSU dividend equivalent of $3.32 per PSU. DSUs granted in fiscal 2011 vested on September 1, 2015 and the value vested is based on the closing share price on the TSX of $14.25 per Class B Non-Voting Share as at September 1, 2015 plus a dividend equivalent of $5.97.

(3) The value of Non-Equity Incentive Plan Compensation represents Short-Term Incentive Plan compensation earned for fiscal 2016.

(4) Also includes the value of Mr. Murphy's partially vested special DSU grants from fiscal 2011 with a grant price of $22.31 and fiscal 2010 with a grant price of $17.50, which vested 25% and 25%, respectively, in fiscal 2016. The value is based on the TSX closing share price on the anniversary of the grant dates: $12.54 per Class B Non-Voting Share as at October 23, 2015 and $12.20 per Class B Non-Voting Share as at October 27, 2015 plus dividend equivalents of $4.92 and $5.52 for the fiscal 2011 and 2010 grants, respectively.

(5) Mr. Peddie retired from the Company on August 31, 2016 on his permitted "late" retirement date. As per the terms of the Company's LTI plans, Mr. Peddie's outstanding fiscal 2016 and 2015 PSUs will continue to vest until the end of the performance period, all outstanding DSUs are vested and all outstanding stock options will continue to vest until the earlier of the fourth anniversary of the retirement date and the expiry of the options. Share-based awards vested includes all DSUs granted in fiscals 2012 – 2016 plus dividend equivalents of $1.14, $2.26, $3.32, $4.32 and $5.24 for fiscal 2016, 2015, 2014, 2013 and 2012, respectively, in addition to PSUs and DSUs vested in the normal course as per note (2) above.

Table 8 sets forth securities authorized for issuance under all equity compensation plans as at November 24, 2016.

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	5,366,873	$16.24	14,111,117
Equity compensation plans not approved by security holders	—	—	—
Total	5,366,873	$16.24	14,111,117

PENSION PLAN BENEFITS

Table 9 estimates the total benefits accrued under the DB SERP and DC Pension Plans for each NEO as at August 31, 2016 based on assumptions and methods used in the Company's financial statements.

Table 9 — DB Plan — SERP

Name	Number of Years of Credited Service(1)	Annual Benefits Payable(2)		Accrued Obligation at Start of Year	Compensatory Change	Non-Compensatory Change	Accrued Obligation at Year End
		At Year End	At Age 65(3)				
Doug D. Murphy	12.0	$171,000	$404,000	$1,568,000	$520,000	$ 367,000	$2,455,000
John R. Gossling	0.1	$ 1,000	$156,000	$ 0	$ 11,000	$ 2,000	$ 13,000
Thomas C. Peddie(4)	19.0	$199,000	$199,000	$2,088,000	$ 14,000	$ 282,000	$2,384,000
Heather A. Shaw	9.0	$171,000	$323,000	$2,045,000	$118,000	$ 355,000	$2,518,000
Barbara L. Williams	0.4	$ 7,000	$119,000	$ 0	$160,000	$ 17,000	$ 177,000
Kathleen C. McNair	14.0	$108,000	$168,000	$1,295,000	$123,000	$ 218,000	$1,636,000

(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 SERP on September 1, 2010 for Mr. Murphy (6 years), Mr. Peddie (8 years), and Ms. McNair (8 years). It also includes future service granted to Mr. Peddie during the period covered by his retirement allowance (2 years).

(2) Mr. Peddie and Ms. Shaw are 100% vested in all benefits. Mr. Murphy's total benefits do not vest until age 55. Mr. Gossling's total benefits do not vest until the completion of 10 years of service. Ms. William's benefits are 100% vested in consideration for years of past service at Shaw Media. Ms. McNair's benefits accrued since September 1, 2010 are 100% vested, she has 6 years of vested prior service benefits on September 1, 2016 and will have one additional year of prior service vest on each of September 1, 2017 and September 1, 2018.

(3) Annual benefit payable at age 65 or attained age, if later.

(4) Mr. Peddie retired on August 31, 2016 and he will accrue 2 years of future service (19 years total credited service) prior to commencement of his pension, which will be received from general revenues on September 1, 2018. His SERP pension will be offset by his DC balance of $445,920.

Table 10 provides the DC Pension 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 SERP for Mr. Murphy and Ms. McNair, all of whom are eligible members of the DB Pension Plan (SERP) as at August 31, 2016.

Table 10 — DC Plan

Name	Accumulated Value at Start of Year	Compensatory	Accumulated Value at Year-End
Doug D. Murphy	$ 17,000	$0	$ 19,000
John R. Gossling	$ 0	$0	$ 0
Thomas C. Peddie	$ 0	$0	$ 0
Heather A. Shaw	$446,000	$0	$471,000
Barbara L. Williams	$ 0	$0	$ 0
Kathleen C. McNair	$ 53,000	$0	$ 56,000

EMPLOYMENT AGREEMENTS

Doug Murphy (CEO)

The Company entered into an employment agreement (the "Agreement") with Doug Murphy, President and Chief Executive Officer. The term of the Agreement commenced March 30, 2015 and will end on the retirement date of April 30, 2028. The Agreement confirmed Mr. Murphy's base salary of $700,000 until September 1, 2015, when it would increase to $800,000. Thereafter, Mr. Murphy's base salary will be 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. 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 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 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 under 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 agreement, two additional years of credited service would apply for the purposes of calculating the SERP benefits. If termination occurs prior to the age of 55, SERP benefits would vest in respect of Mr. Murphy's continuous service and all prior service. The 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 "Agreement") with John Gossling, Executive Vice President and Chief Financial Officer. The term of the Agreement commenced July 4, 2016 and will continue unless terminated earlier under the terms of the Agreement. The Agreement confirmed Mr. Gossling's base salary of $555,000 until September 1, 2017, when it would be subject to periodic review by the HRC Committee. The 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, which are to be pro-rated for fiscal 2016 on a 16.7% (2/12) pro-rata basis. Mr. Gossling would also be eligible to participate in the Company's SERP in accordance with the terms of the plan.

Mr. Gossling is entitled to certain incremental benefits under 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 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.

Kathleen McNair (Executive Vice President, Special Advisor to the CEO and Chief Integration Officer)

The Company entered into a contractual agreement (the "Agreement") with Kathleen McNair, Executive Vice President, Special Advisor to the CEO and Chief Integration Officer on May 17, 2016. The Agreement confirmed Ms. McNair's base salary would increase to $415,000 effective May 16, 2016 as well as confirming a Date of Retirement of August 31, 2017 or such earlier date as mutually determined according to the terms of the Agreement.

Ms. McNair is entitled to certain incremental benefits following the Date of Retirement. The Agreement provides for semi-monthly installments equal to base salary plus her targeted short-term incentive bonus at 60% of base salary for a two year period from the Date of Retirement. All LTI incentives granted to Ms. McNair over her period of employment would be distributed under the early retirement scenario in accordance with the terms of the Stock Option, PSU and DSU Plans, as may be amended from time to time. In addition, all unvested DSUs would vest at the date of retirement on a pro rata basis. During this two year period, Ms. McNair would continue to accumulate credited service under the Company's SERP, which would also contribute to the vesting of any past service not already vested. The retirement allowance benefits are conditional on compliance with certain non-competition and non-solicitation provisions for a period of 12 months following the retirement date. A claw back of 50% of the remaining benefits is possible under certain re-employment scenarios during the two year period. Ms. McNair is also a participant in the Integration Incentive Plan as described on page 34. Ms. McNair would be entitled to a potential payout should actual achievement against Plan objectives be met, and following normal payout timing, which would be paid in lump sum upon approval by the HRC Committee. There would be no proration to any such potential payout if the Date of Retirement is earlier than August 31, 2017.

TERMINATION AND CHANGE OF CONTROL ARRANGEMENTS

Except for the President and CEO, the Executive Vice President and CFO and the Executive Vice President, Special Advisor to the CEO and Chief Integration Officer, 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.(2)	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.(3) 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.(1)	*Early*: Vest on a pro rata basis to the date of retirement.(2) *Late*: Vest on retirement.	*Grants prior to fiscal 2014*: All outstanding DSUs vest. *Grants on or after fiscal 2014*: 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.
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.(4)

(1) If there is an Involuntary Termination for Doug Murphy, his special retention grant of DSUs would become 100% vested and payable.

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

(3) 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.

(4) 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, SERP benefits immediately vest, including credit for past service.

Generally, severance entitlements, including short-term incentives, payable to NEOs other than Mr. Murphy and Mr. Gossling, due to their employment agreements with the Company, and Ms. McNair, due to a contractual agreement 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 $12.29 as at August 31, 2016.

In the event of a change of control as at August 31, 2016, unvested DSUs granted in fiscals 2012 and 2013 would vest, including the related dividend equivalents. As such, NEOs that received DSU grants during this period would receive incremental benefits including: Mr. Murphy, as valued below, Ms. H. Shaw ($596,581), and Ms. McNair ($63,957).

Incremental benefits would be payable to Mr. Murphy, in accordance with the terms of his employment agreement, for involuntary termination, including involuntary termination within 6 months of a change in control. As at August 31, 2016, Mr. Murphy would be entitled to an amount of $6,586,925, which is equivalent to the aggregate of two times his base salary plus his targeted STI incentive bonus at 100% of base salary, the vesting of his SERP, including current and past service entitlements, two additional years of credited service under the SERP, the vesting of his stock options, as well as the vesting of Mr. Murphy's unvested special DSUs under the terms of his special DSU grants. Under involuntary termination within 6 months of a change in control, Mr. Murphy would receive an additional $188,725 for his fiscal 2012 and 2013 DSUs, as described above.

Incremental benefits would be payable to Mr. Gossling, in accordance with the terms of his employment agreement, for involuntary termination, including involuntary termination within 6 months of a change in control. As at August 31, 2016, Mr. Gossling would be entitled to an amount of $860,250, which is equivalent to nine months of his base salary plus his targeted STI incentive bonus at 80% of base salary. Under involuntary termination within 6 months of a change in control, Mr. Gossling would receive an additional $8,000 in incremental benefits under the SERP.

Incremental benefits would be payable to Ms. McNair, in accordance with a contractual agreement for retirement. The agreement provides for semi-monthly installments of base salary plus Ms. McNair's targeted STI incentive bonus at 60% of base salary for a two year period from the date of retirement. This agreement also includes incremental benefits to those received in the normal course from the Company under the early retirement scenario described in Table 11 — *Termination and Change of Control Arrangements*, specifically the accelerated vesting of all unvested DSUs at the date of retirement on a pro rata basis. During this two year period, Ms. McNair would also continue to accumulate credited service under the Company's SERP. The total value of this agreement as at August 31, 2016 is $2,169,097. Ms. McNair is also a participant in the Integration Incentive Plan as described on page 34. Ms. McNair would be entitled to a potential payout under the Plan, in each of fiscal 2017 (in respect of the achievement of individual work stream objectives) and fiscal 2018 (in respect of her overall contribution to the achievement of cost synergies sustained into fiscal 2018). The total value of both components of the potential Integration Incentive Plan payments at target is $415,000, which would be paid in cash as a lump sum at such time as the achievement of the objectives under each component is determinable.

The Board used its discretion to recognize founding CFO Tom Peddie's significant leadership contribution to the creation and growth of the Company during his 17 years of service. As such, Mr. Peddie received benefits upon his retirement on August 31, 2016 which were incremental to those received in the normal course from the Company under the late retirement scenario described in Table 11 — *Termination and Change of Control Arrangements*. These incremental 'retirement allowance' benefits are reflected in the "*Summary Compensation Table*" on page 40 and provide semi-monthly installments of base salary plus Mr. Peddie's targeted STI incentive bonus at 60% of base salary for a two year period ending August 31, 2018. During this period, Mr. Peddie will continue to accumulate credited service under the Company's SERP, which is reflected in Table 9 — *DB Plan — SERP*. The retirement allowance benefits are conditional on compliance with certain non-competition and non-solicitation provisions for a period of 12 months following the retirement date. A claw back of 50% of the remaining benefits is possible under certain re-employment scenarios during the two year period. The total value of this retirement allowance is $1,768,600. Mr. Peddie is also a participant in the Integration Incentive Plan as described on page 34. Mr. Peddie would be entitled to a potential payout under the Plan, in each of fiscal 2017 (in respect of the achievement of individual work stream objectives during his tenure) and fiscal 2018 (in respect of his overall contribution to the achievement of cost synergies sustained into fiscal 2018, prorated to reflect his tenure). The total value of both components of the potential Integration Incentive Plan payments at target is $178,435, which is not reflected in the "*Summary Compensation Table*" on page 40, and would be paid in cash as a lump sum at such time as the achievement of the objectives under each component is determinable.

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 participating share and Class B non-voting participating 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 2013 Annual and Special Meeting. As such, the Stock Option Plan is herein presented, in the Business of the Meeting section of this document under the heading "Shareholder Ratification of Unallocated Entitlements under the Stock Option Plan". Thereafter, the Stock Option Plan will next be presented to the shareholders of the Company for ratification of the unallocated entitlements under its evergreen plan at the Company's 2019 Annual and Special 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 2016, 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 compensation arrangements, cannot exceed five (5%) percent of the issued and outstanding Shares at any time.

Since the inception of the Stock Option Plan, 15,996,747 Options have been granted, of which 4,027,692 have either expired or been forfeited and 6,630,882 have been exercised. As at November 24, 2016, 5,366,873 options are currently outstanding, representing 2.8% 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 2016.

DIRECTORS' AND OFFICERS' SHAREHOLDINGS

As of November 24, 2016, the directors and senior officers of the Company beneficially own, directly or indirectly, or exercise control or direction over 10.4% of the issued and outstanding Class A Voting Shares and 3.2% of the issued and outstanding Class B Non-Voting Shares.

DIVIDEND REINVESTMENT PLAN ("DRIP")

In fiscal 2009, the Company implemented a DRIP, for registered holders of its Class A Voting Shares and Class B Non-Voting Shares who are residents of Canada ("eligible participants"). The DRIP allows eligible participants to acquire additional Class B Non-Voting Shares through reinvestment of the cash dividends paid on their respective shareholdings.

On September 29, 2009, the Company announced that its Board of Directors had approved the issuance of shares from treasury at a two percent discount from the average market price, pursuant to the terms of its DRIP, effective November 1, 2009. No changes to the discount or the issuance of shares from treasury have been made since that time.

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.

2017 SHAREHOLDER PROPOSALS

Shareholder proposals must be submitted no later than October 3, 2017, to be considered for inclusion in next year's Management Information Circular for the purposes of the Company's 2017 Annual Meeting of Shareholders.

ADDITIONAL INFORMATION

Corus will provide to any person or company, upon written request to the Manager, Investor Relations, of the Company, at Corus Quay, 25 Dockside Drive, Toronto, Ontario, M5A 0B5, a copy of:

(a) its latest Annual Information Form, together with one copy of any document or pertinent pages of any documents incorporated therein by reference;

(b) its comparative audited consolidated financial statements for the year ended August 31, 2016, together with the report of its auditors thereon and related Management's Discussion and Analysis ("MD&A"), and any interim statements filed subsequently and related MD&As;

(c) its Notice and Management Information Circular for its last Annual Meeting of Shareholders, together with one copy of any document or pertinent pages of any documents incorporated therein by reference; and

(d) its Annual Report for its last Annual Meeting of Shareholders.

This information and any material press releases relating to the Company can be found on SEDAR at www.sedar.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 12, 2016.

By Order of the Board of Directors

DOUGLAS D. MURPHY
President and CEO

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 24, 2016, is made in accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and was prepared by the Corporate Governance Committee of the Board and approved by the Board.

Board of Directors

Disclose the identity of directors who are independent.

The independent directors of the Company are Fernand Bélisle, Michael D'Avella, John Frascotti, Mark Hollinger, Barry James, Catherine Roozen and Terrance Royer. 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 Corporate Governance 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, five directors 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 daughter of JR Shaw, Julie Shaw, Vice-Chair, a daughter of JR Shaw, Trevor English, an officer of Shaw Communications Inc. and Peter Bissonnette, a director and former President (until December 2015) of Shaw Communications Inc.

Voting control of the Company is held by the Shaw Family Living Trust ("SFLT"). The sole trustee of SFLT is a private company owned by JR Shaw and having a board comprised of seven directors, including as at November 24, 2016, JR Shaw as chair and five other members of his family. Entities owned by SFLT hold 2,885,530 Class A Voting Shares, representing approximately 84% of the outstanding Class A Voting Shares, for the benefit of descendants of JR and Carol Shaw. JR Shaw controls these shares and controls 4,500 additional Class A Voting Shares. 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.

Messrs. D'Avella, English and Bissonnette were appointed to the Board in April 2016 as nominees of Shaw Communications Inc. ("Shaw") pursuant to the terms of the Governance and Investor Rights Agreement dated April 1, 2016 (the "GIRA") entered into upon the closing of the acquisition of Shaw Media Inc. Following their appointment, the Corporate Governance Committee undertook a review of their independence for purposes of NI 58-101, focusing primarily on their respective past and current roles with Shaw Communications Inc. in light of the Company's significant commercial relationship with that company, particularly in its capacity as one of the largest Broadcasting Distribution Undertakings (BDUs) in Canada. Following the review by the Corporate Governance Committee, the Board ultimately determined that Mr. D'Avella should be considered independent and that Messrs. Bissonnette and English should currently be considered to be not independent. Shaw was of the view at the time of their nomination in February 2016 that Mr. D'Avella and Mr. Bissonnette both satisfied the independence criterion of applicable securities law and the requirements of NI 52-110. While the Corus Board ultimately concluded that Mr. Bissonnette should not at present be considered independent, Corus has consented to his continuing to serve as a director of the Company.

Disclose whether a majority of directors are independent.

The Board has determined that seven of the twelve directors 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 2016.

At each regularly scheduled 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 2016, the number of such meetings is disclosed in Table 3 — Summary of Board and Committee Meetings for Directors in fiscal 2016.

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 Corporate Governance 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 2016.

The Board meeting attendance record for each director of the Company in fiscal 2016 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 Information Circular as Schedule A.

The Board acts in accordance with:

- The *Canada Business Corporations Act*
- The Company's Articles of Incorporation and By-laws
- The Company's Code of Conduct
- The Charters of the Board and its Committees
- Other applicable laws and Company policies

The Board has explicitly assumed responsibility for the stewardship of the Company and discharges its responsibilities either directly or through its Committees. In addition to fulfilling its statutory requirements, the Board oversees and reviews: (i) the strategic, operating and capital plans, financial budgets and financial performance against goals; (ii) the principal risks and the adequacy of systems and procedures to manage these risks; (iii) management development, succession planning and compensation and benefit policies; (iv) major acquisitions, strategic investments and alliances and business development initiatives; (v) the Company's communications policies; (vi) the Company's Corporate Governance Practices; (vii) the formal written policy articulating executive limitations on the authority of the executives regarding the conduct of the business; and (viii) the integrity of the Company's internal control and management information systems. This mandate is to be carried out in a manner that protects the Company's value and provides ongoing benefit to shareholders.

In addition, all matters of policy and all actions proposed to be taken by the Company which are not in the ordinary course of its operations require prior approval of the Board or of a Board Committee to which appropriate authority has been delegated by the Board. In particular, the Board approves the appointment of all executive officers, the long-term strategic plans of the Company and the annual operating and capital plans.

Strategic Planning Process

The Board of Directors reviews key strategic, operational, competitive and regulatory matters at each quarterly meeting. In addition, the Board of Directors meets every eighteen months to formally approve and confirm the strategic direction of the Company. The Board holds meetings from time to time which focus on specific strategic matters that may arise between formal reviews. In fiscal 2016, the Board held a formal strategic planning review, including a review of strategic priorities in light of the CRTC's Let's Talk TV decisions and the acquisition of Shaw Media, and reviewed the strategy each quarter in light of current business and other conditions, including an update on progress made on the strategic plan and a review of strategic initiatives. The Board's next strategic planning session is scheduled for fiscal 2017.

Identification of Principal Risks

The Board is responsible for oversight and management of the principal risks of the Company and ensuring that there are systems in place to effectively monitor and manage these risks. The Company has a formalized enterprise risk management process in place through its Risk Management Committee, which is mandated to identify, manage and monitor the business risks that impact the Company's business. These principal risks are reviewed by the Board on a quarterly basis.

Succession Planning

The Board is responsible for choosing the President and CEO, appointing senior management and monitoring the performance and development of all senior management employees. The Company has implemented a formal succession planning and performance measurement process which identifies key performers, on an annual basis, throughout all levels of the organization. The results of this process are reviewed at least annually with the Board. Corus believes in the development of its people and furthers that goal through its internally created Corus University and targeted learning and development offerings.

Communications Policy

The Disclosure Committee has been mandated by the Board to ensure that internal procedures are in place to facilitate effective communication between the Company, its stakeholders and the public. The Board approves annual and quarterly reports, including press releases and financial guidance. The Company promptly provides full and plain disclosure of all material information, as required by law. The Company also holds quarterly meetings with analysts and institutional investors by telephone conference call, all of which are open to the financial press as well as to the public (through simultaneous webcasting). The Company maintains a website at www.corusent.com on which it posts all press releases and other information which shareholders would find helpful. Investor and shareholder concerns are addressed on an ongoing basis by the CFO's office.

Integrity of Internal Control

The Board and Audit Committee are responsible for supervision of the reliability and integrity of the accounting principles and practices, as well as the financial reporting and disclosure practices followed by management. The Audit Committee is responsible for ensuring that management has established an adequate system of internal controls. The Audit Committee maintains practices and processes to ensure compliance with applicable laws. The Company's external auditors report to the Audit Committee and the Board on a regular basis including, at least quarterly, a report on matters relating to internal control.

In fiscal 2004, the Company began the process of documenting and evaluating its internal control processes to enable it to certify the effectiveness of the Company's internal control over financial reporting as of August 31, 2006. The Audit Committee reviews the progress of this process on a quarterly basis. The Company has certified the design and operating effectiveness of its disclosure controls and procedures and its internal control over financial reporting for each fiscal year since fiscal 2006.

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 Chairs of the Audit, Corporate Governance and Human Resources and Compensation Committees, as well as the Chairman, Vice-Chair and Independent Lead Director which are reviewed on an annual basis by the Corporate Governance 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. A Board orientation session was conducted in fiscal 2016 at which there were six directors present. 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 Conduct, Insider Trading 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 Corporate Governance 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 Corporate Governance 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 2016 are noted in the table below:

Fiscal 2016 Board Education

Subject	Attendees	Timing
Corporate governance updates including emerging best practices and developments in securities regulations.	Corporate Governance 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	Human Resources and Compensation Committee	Quarterly
Diligent technology review	Entire Board	October 2015
Cybersecurity	Entire Board	April 2016
Board Orientation	Open to entire Board	June 2016

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 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 Corporate Governance 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 2016. 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, Corporate Governance and Human Resources and Compensation Committees 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 Corporate Governance Committee reviews on an annual basis. The Corporate Governance 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.

On April 1, 2016, the Company acquired Shaw Media from Shaw Communications Inc. (the "Acquisition"), which constituted a "related party transaction". The Board had instituted a formal process in considering the Acquisition, establishing a Corus Special Committee on September 15, 2015 with the authority to, among other matters, review, direct and supervise the process to be carried out by Corus management and its professional advisors in assessing the potential acquisition. The Corus Special Committee engaged independent legal and investment banking counsel during the course of their review and received a formal independent valuation and fairness opinion prior to making their recommendation to the Board concerning the transaction. The Corus Special Committee was comprised solely of independent directors, including Fernand Bélisle (chair), Mark Hollinger, Wendy Leaney and Terrance Royer. Mr. Royer was also the Lead Independent Director at the time and throughout the process, and led the relevant meetings of the independent directors and the Board during which the Acquisition was discussed and considered. The Corus Special Committee subsequently met a total of 28 times in exercising its mandate and supervision over the balance of the transaction negotiation process that followed, prior to the announcement of the Acquisition on January 13, 2016. The Corus Special Committee recommended that the Board accept the terms of the Acquisition. Three members of the Board, Ms. Heather Shaw, Ms. Julie Shaw and Ms. Catherine Roozen, disclosed a material interest in Shaw and abstained from voting on the Acquisition, after which time the remaining members of the Board determined the Acquisition was in the best interests of Corus and determined to recommend that the Corus shareholders vote in favour of the Acquisition.

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

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

The Corporate Governance 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 Corporate Governance Committee is available in the Investor Relations section of the Company's website at www.corusent.com.

The 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 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 Committee as part of the assessment process.

The 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 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 18 under "*Director Compensation*"

Officers: See page 27 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 Human Resources and Compensation Committee are Catherine Roozen (Chair), Fernand Bélisle and Terrance Royer. All members of the Committee are independent.

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

See page 25 under "*Role of the Human Resources and Compensation Committee*" and the Human Resources and Compensation Committee Charter which is attached as Schedule B to this Information Circular.

If a compensation consultant or advisor has, at any time since the beginning of fiscal 2016, 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 27 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 D'Avella and Terrance Royer. 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 Company's Annual Information Form (AIF) and in the Investor Relations section of the Company's website at www.corusent.com.

Executive Committee

Subject to the Company's Articles of Incorporation, 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, Peter Bissonnette, Mark Hollinger, Barry James and Catherine Roozen. Ms. Shaw, Mr. Murphy and Mr. Bissonnette are non-independent directors.

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 Corporate Governance 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 Corporate Governance 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 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 Corporate Governance Committee, areas of strengths and those areas which could be strengthened. The results are shared with the Board following a formal review by the Corporate Governance 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 Corporate Governance 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 13 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 13 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 13 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 13 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 13 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 13 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 13 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 13 under "*Management Diversity*"

SCHEDULE A — BOARD OF DIRECTORS CHARTER

Part I: Overview

The *Canada Business Corporation Act* (the "Act"), Corus Entertainment Inc.'s (the "Company" or "Corus Entertainment") governing statute, provides "that the directors shall manage or supervise the management of the business and affairs of a corporation . . .". While the board of directors (the "Board") cannot "manage" a company such as Corus Entertainment in the sense of directing its day-to-day operations, the Board is responsible for approving the overall strategic direction and policy framework for Corus Entertainment. This responsibility is discharged through Board oversight of Corus Entertainment's management, which is responsible for the day-to-day conduct of the business. The Board, through the Chief Executive Officer (CEO), sets 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.

In general, then, the Board is responsible for the selection, monitoring and evaluation of the CEO, and for overseeing the ways in which Corus Entertainment's affairs are managed. In this way, the Board assumes responsibility for the stewardship of the Company. Specific responsibilities which facilitate the discharge of the Board's stewardship responsibilities include: the strategic planning process, risk oversight and management, ensuring that an effective stakeholder communication policy is in place, and ensuring the integrity of internal controls and management information systems. These responsibilities, and others, are addressed in more detail in the Board's Mandate, comprising Part III of these Terms of Reference.

The Board of Directors discharges its responsibilities with the assistance of Board Committees. The Committees advise and formulate recommendations to the Board, but except in limited and specifically identified circumstances, do not have the authority to approve matters on behalf of the Board of Directors. Each Committee has a written charter, setting out the scope of its operations, and its key roles and responsibilities.

The CEO of Corus Entertainment is delegated the responsibility for the day-to-day management of the Company and for providing the Company with strategic leadership. The CEO discharges these responsibilities by formulating Company policies and proposed actions, and, where appropriate, presenting them to the Board for approval. The Board has plenary power in all areas, delegates to management, and has the power to specify and modify the authority and duties of management as it sees fit, with a view to Corus Entertainment's best interests and in accordance with current standards. The Act also identifies certain matters, which must be considered by the Board as a whole and may not be delegated, even to a Committee of the Board or to a managing director. These matters include:

- any submission to the shareholders of a question or matter requiring the approval of the shareholders;
- the filling of a vacancy among the directors or in the office of the external auditor;
- the manner of and terms for the issuance of securities;
- the declaration of dividends;
- the purchase, redemption or any other form of acquisition of shares issued by the Company;
- the payment of a commission to any person in consideration of the purchase or agreement to purchase shares of the Company from the Company or from any other person, or procuring or agreeing to procure purchasers for any such shares;
- the approval of management proxy circulars;
- the approval of any take-over bid circular or directors' circular;
- the approval of the audited annual financial statements of the Company; and
- the adoption, amendment or repeal of By-laws of the Company.

One of the key stewardship responsibilities of the Board is 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. Once the Board has approved the goals, strategies and plans, it acts in a unified and cohesive manner in supporting and guiding the CEO. The CEO keeps the Board fully informed of the progress of the Company towards the achievement of its goals, strategies and plans, in a timely and candid manner, and the Board of Directors continually evaluates the performance of executive management toward these achievements.

Part II: Guidelines

The following have been adopted by the Board as the guidelines applicable to the Board and its operations:

- These Terms of Reference for the Board of Directors and the mandates of the Board Committees, are approved by the Board and reviewed on a regular basis.
- The responsibilities of the CEO are set by the Board. The CEO is responsible for leading the development of long-range plans for the Company, including its goals and strategies. The Board, both directly and through its Committees, participates in discussions regarding strategy, by responding to the same and contributing ideas. The Board annually reviews and approves the Company's long range plan and annual business plan (including budgets).
- The Board believes that the appropriate size for the Board is between ten and fourteen members. There are currently twelve directors, a number which the Board believes is appropriate and facilitates effective decision-making.
- Directors stand for re-election annually.
- The Board maintains a policy permitting directors to retain outside advisors at the expense of the Company, subject to the written approval of the Board Chair. In exercising this approval authority, the Board Chair will establish, on a case by case basis, reasonable monetary limits and other controls as deemed appropriate.
- The Board is comprised of a majority of unrelated directors[(1)]. The membership of the CEO on the Board of Directors is valuable and conducive to effective decision making, and as a general matter of policy, should continue.
- The Board supports the separation of the role of Chair from the role of CEO.
- The Board will evaluate the performance of the CEO at least annually. The evaluation will be based on criteria which include the performance of the business and the accomplishment of the CEO's qualitative and quantitative objectives as established at the beginning of each fiscal year of the Company.
- The Chair works with the CEO to establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Whenever feasible, important issues are dealt with over the course of two meetings. The first such meeting would allow for a thorough briefing of the Board, and the second would allow for final discussion and a decision.
- The Board meets at least quarterly, with an additional meeting to be scheduled for approval of the annual proxy circular, annual information form and other annual disclosure documents, as necessary.
- Whenever feasible, the Board receives materials at least one full weekend in advance of meetings. Presentations on specific subjects at Board meetings will only briefly summarize the material sent so that discussion can focus on questions regarding the proposals.

(1) An unrelated director is a director who is independent of management and free from any interest and any business or other relationship which can, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company (including affiliated companies), other interests or relationships resulting from shareholdings in the Company.

In general, this means that an unrelated director is neither a present or former employee of the Company and has no significant financial or personal tie to the Company other than share ownership and the entitlement to director's fees. A director who is a former employee ceases to be a related director three years after cessation of employment with the Company, provided that the director otherwise qualifies at that time as an unrelated director.

- The Board encourages the CEO to bring other executive officers into the Management section of the Board meetings. The presence of such executives is expected to bring additional insights into the discussions, because of the executives' personal involvement in, and knowledge of, specific agenda items. The benefit of exposing the Board to other executives, for succession planning and career development purposes, is recognized.
- The Board is responsible for assessing the performance and effectiveness of Directors on Board Committees and of the Board as a whole. The Board delegates the assessment process to the Corporate Governance Committee. The Corporate Governance Committee reports and makes recommendations to the Board on the assessments. The Chair works with the Corporate Governance Committee to ensure proper Board composition and succession and the Corporate Governance Committee reports to the Board on the same.
- The Corporate Governance Committee will assess Board effectiveness on a biennial basis.
- The Board, through the Corporate Governance Committee, reviews on an annual basis the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board and objectives of the Company. This assessment will include issues of geography, age, experience, gender, independence, and skills all in the context of an assessment of the perceived needs of the Board and the Company at that point in time.
- The Audit Committee will consist entirely of outside and independent directors.
- From time to time the Board may create ad hoc committees to examine specific issues on behalf of the Board. The Chair and CEO are also ex-officio, non-voting members of those Committees of the Board of which they are not a listed member.
- The Human Resources and Compensation Committee reviews and reports to the Board annually on the Corporation's succession plan for senior management positions including the Corporation's succession plan for the position of President and CEO.
- At the conclusion of each Board meeting, the Board of Directors may choose to meet on an "in camera" basis without management. The Chair and the CEO should debrief on the substance of the in camera session.

Part III: Mandate of the Board of Directors

Goals of the Board

The major goals and responsibilities of the Board are to:

- Establish policy direction and the fundamental objectives of the Company;
- Supervise the management of the business and affairs of Corus Entertainment;
- Oversee and manage the principal risks of Corus Entertainment's business, and ensure that there are systems in place to effectively monitor and manage these risks;
- Protect and enhance the assets of the shareholders of the Company and look after their interests in general;
- Ensure the continuity of the Company by assuming responsibility for the appointment of and succession to the office of the CEO, enforcing the articles and by-laws and by seeing that an effective Board is maintained.
- Make all decisions that are not delegable, as specifically provided for in the Act.

Provide leadership and direction for the Corporation in establishing and maintaining a high standard of corporate ethics and integrity.

Major Duties

The major duties of the Board are to:

1. Foster the long-term success of Corus Entertainment. Honour its fiduciary obligation to shareholders by ensuring that the best interests of Corus Entertainment and its shareholders prevail over any individual business interests of any member of the Board. Represent and safeguard 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. Monitor and work to improve return on, security of, and prospects for enhancement of the value of shareholder investment.

2. Determine and control in broad terms the purposes, goals, activities and general characteristics of Corus Entertainment. These duties range from establishing objectives, the scope of operations, and fundamental strategies and policies, to declaring dividends and approving annual budgets, major capital investments, mergers and acquisitions, the issuance or retirement of stock, and other specific actions that are likely to have a substantial effect on the Company or that the Board is legally required to approve. Review with management the mission of the Company, its objectives and goals, and the strategies it proposes to use to achieve them. Monitor the Company's progress toward its goals and plans, and assume responsibility to revise and alter the Company's direction where warranted.

3. Appoint a CEO, monitor and evaluate the CEO's performance, provide for adequate succession to that position, and replace the CEO when appropriate. Appoint the other senior officers of the Company, and monitor their performance, ensuring that there is adequate succession to their positions, and that they are replaced when appropriate.

4. Ensure that the CEO is achieving acceptable current financial results relative to corporate objectives, budgets, and the economic environment, and is developing the resources necessary for future success. These resources include:

   - management competence, organization and depth;
   - fixed assets;
   - marketing capability — customer loyalty, distribution organization, market knowledge and so on;
   - work force and employee relations;
   - financial resources, including relations with the financial community; and
   - reputation.

5. Establish an overall compensation policy for the Company and monitor its implementation with special attention devoted to the executive group. Review the policy from time to time to ensure that it continues to be appropriate.

6. Oversee corporate financial operations, including:

   - capital structure management, maintaining reasonable financial flexibility and safety while achieving an appropriate return on equity;
   - financial results reporting;
   - allocation of assets, providing for increased investment in areas of high return while withdrawing funds from areas producing inadequate returns;
   - maintaining access to suitable sources of new capital;
   - pension funds and other major employee benefit programs;
   - dividend payout policy and action;
   - selection of outside auditors for approval by the shareholders; and
   - insurance.

7. Oversee and manage the principal risks of the Company's business and ensure implementation and monitoring of systems to effectively manage these risks.

8. Implement and ensure that systems are in place to monitor and maintain the integrity of the Company's internal control and management information systems.

9. Ensure that the Company has in place appropriate environmental, health and safety policies, having regard to legal, industry and community standards, and ensure implementation of management systems to monitor the effectiveness of those policies.
10. Ensure 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 the Canadian Radio-television and Telecommunications Commission. Monitor system effectiveness and significant sensitive and legally required communications.
11. Ensure that the Company has systems in place which accommodate stakeholder feedback.
12. Collectively and individually respond constructively to requests for advice and assistance from the CEO.
13. Identify and appoint a Vice Chair.
14. Identify and appoint a Lead Independent Director.
15. Provide leadership and policy direction to management with a view to establishing and maintaining a high standard of legal and ethical conduct for the Company by:
    - taking all necessary steps to ensure that Corus Entertainment complies with applicable laws and regulations, and with its constating documents, including its Articles and By-laws, the Corus Code of Business Conduct, and that it operates to high ethical and moral standards; — being on the alert for and sensitive to situations that could be considered illegal, unethical or improper, and taking corrective steps;
    - establishing the means of monitoring performance in this area with assistance of legal counsel;
    - approving key operational policies and procedures and monitoring compliance therewith; and
    - complying with legal requirements, including those pursuant to the Act, applicable to corporate boards of directors, including, without limitation, the duty to act honestly and in good faith with a view to the best interests of the Company, and the duty to exercise the care, diligence and skill that reasonably prudent people exercise in comparable circumstances.
16. Manage Board operations, including, without limitation:
    - subject to any required shareholder approval, fix the size of the Board, review its composition and, when appropriate, identify new nominees to the Board;
    - appoint appropriate Committees and Committee Chairs;
    - define the duties and responsibilities of the Committees;
    - influence the structuring of agendas and how meeting time is spent; and
    - meet legal requirements with respect to corporate administration.

SCHEDULE B — HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

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 the 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 CEO 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 CEO.

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 CEO against predetermined goals and criteria and to recommend to the Board the amount of compensation to be paid to the CEO.
3. Annually review the CEO's evaluation of the performance of the other executive officers of the Company and the CEO'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. Review and report to the Board on public disclosure regarding the Company's compensation practices and, in particular, the disclosure and explanations contained in the Management Information Circular in the Compensation Discussion and Analysis section.
8. Assist the Board by reviewing the effectiveness of the Company's human resource development, succession planning and performance evaluation programs.
9. 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 CEO.

10. 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.

11. Review and/or approve such other matters relating to human resource issues as are specifically delegated to it by the Board.

12. 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.

13. Review and approve any public disclosure requirements regarding executive compensation and related matters as may be required by securities regulatory authorities or others.

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

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