

**COMPENSATION COMMITTEE CHARTER**  
**Chesswood Group Limited**  
**(the “Corporation”)**

The Corporation’s Compensation Committee (the “**Committee**”) supports the Board of Directors of the Corporation (the “**Board**”) in its responsibilities regarding appointments, compensation, assessments, succession, resource development, employee experience and oversight of human resources policies and programs. The Committee also supports the Board in promoting sound governance and risk management related to human resources.

**COMPOSITION AND QUORUM**

The Committee is composed of at least three members appointed by the Board from among the Corporation’s directors. Committee members must possess the skills necessary to understand the principles and practices related to human resources and compensation, or commit to acquiring those skills in a timely manner.

All Committee members must be independent, as defined in National Instrument 52-110 - *Audit Committees*.

Quorum at any meeting of the Committee is composed of the majority of its members in office.

**ROLES AND RESPONSIBILITIES**

**1. Appointments, Assessments and Compensation**

In furtherance of its purpose, the Committee shall have the following responsibilities:

**(a) Appointments**

- Review and recommend to the Board a list of mandate descriptions and competency requirements for the position of President and Chief Executive Officer.
- Establish a selection and recruitment process for the President and Chief Executive Officer and for senior management.
- Examine and recommend to the Board all appointments for the position of President and Chief Executive Officer, for senior management positions and for vice-president positions.

**(b) Assessments**

- Assess, on a yearly basis, the performance of the President and Chief Executive Officer, based on performance targets and objectives set for the year, and provide a report to the Board.
- Review, on a yearly basis, the President and Chief Executive Officer’s assessment of each senior management member and provide a report to the Board.

- Receive, on a yearly basis, when applicable, a report on the integrity and competency criteria assessment for members of senior management and persons in charge of oversight functions.

(c) **Compensation**

- Examine and recommend to the Board the compensation strategies; Compensation may include salaries, bonuses and any other incentive plans, share purchase plans, equity incentive plans, deferred compensation plans or other employee benefits (the “**Compensation**”).
- Review annually and recommend to the Board Compensation policies for employees and senior management and any revisions or amendments to these policies.
- Examine and recommend to the Board the Compensation for the position of President and Chief Executive Officer, for senior management positions and for vice-president positions following their appointments.
- Examine, as required, any agreements, including those relating to termination of employment or retirement, for the positions of President and Chief Executive Officer and members of senior management, and recommend their approval to the Board.
- Continuously monitor the application of the Corporation’s Compensation programs and policies and their alignment with the Corporation’s strategic direction and exercise the functions attributed to it under such programs and policies.
- Recommend to the Board, on an annual basis, the approval of the annual performance targets and objectives for the President and Chief Executive Officer and senior management members.
- Examine and recommend to the Board the annual salary proposals and the payment or granting of incentive compensation for the President and Chief Executive Officer, employees and senior management.

2. **Succession, Resource Development and Employee Experience**

- Review the succession plan for the President and Chief Executive Officer and members of senior management and periodically submit to the Board its recommendations regarding this plan.
- Ensure the promotion of talent development across the organization and receive an annual report on the succession planning process and resource development.
- Examine the strategy and priorities identified in terms of employee experience within the organization and ensure its implementation.

### 3. **Human Resources Governance and Risk Management**

- Examine human resources policies and programs to ensure that they are aligned with the Corporation's strategies, particularly with respect to sustainable development, diversity and pay equity.
- Review and recommend to the Board the approval of the annual communication on executive Compensation in the Corporation's continuous disclosure documents, and in general review and approve all Compensation-related information before it is publicly disclosed.
- Monitor industry best practices and trends as well as legislative and regulatory changes in human resources management, particularly with respect to Compensation.
- Continuously evaluate the risks associated with the Corporation's human resources policies and practices, including those related to Compensation, succession and diversity, and monitor the management of these risks.

### 4. **Other**

- Review and approve annually the expenses of the members of the Board.
- Retain, when it deems appropriate, the services of independent advisors to assist it in fulfilling its duties, subject to informing the Chair of the Board. This notice must be accompanied by a description of the mandate to be given to the expert.
- Perform other duties as may be assigned from time to time by the Board.

### **METHOD OF OPERATION**

The Committee may determine the procedural rules for meetings and conducting its business, consistent with the Corporation's by-laws. Further, the Committee shall act in accordance therewith, except as otherwise provided in this Charter or required by law. Adequate provision shall be made for notice to Members of all meetings.

**Frequency:** The Committee should hold four regular meetings per year and may hold special meetings if required. A meeting may be called at any time by the Committee Chair, the Chair of the Board, or the Corporation's President and Chief Executive Officer.

**Chair:** The Board appoints the Committee Chair. In the Chair's absence, the Committee members elect a Chair amongst themselves.

**Secretary:** The member of senior management responsible for human resources, the Corporate Secretary or any other person designated by the Committee members acts as the Committee's Secretary.

**Agenda:** The Committee Chair establishes the agenda for each meeting of the Committee in consultation with the President and Chief Executive Officer and the member of senior management responsible for human resources. The agenda and the necessary documents

should be provided to members of the Committee in a timely fashion prior to any Committee meeting.

**Report:** The Committee Chair should report on a regular basis to the Board about the Committee's discussions, findings and recommendations.

**In camera:** The Committee should meet in camera following each meeting without members of management present.

**Charter Review:** The Committee should periodically review this Charter and report to the Board on any modifications required thereto.

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*Adopted by the Board of Directors on April 8, 2022.*