



**DYE & DURHAM LIMITED**  
(the “Corporation”)

***CHARTER OF THE COMPENSATION COMMITTEE***

This Charter of the Compensation Committee (the “**Charter**”) was adopted by the board of directors of the Corporation on July 10, 2020.

**1. Purpose**

The Compensation Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of the Corporation. The members of the Committee and the chair of the Committee (the “**Chair**”) are appointed by the Board on an annual basis (or until their successors are duly appointed) and the Committee is charged with reviewing, overseeing and evaluating the compensation responsibilities of the Board.

In addition, it is expected that the Committee will be responsible for: (i) administering any securities-based compensation or incentive plans of the Corporation; (ii) reviewing and approving the compensation program and compensation paid by the Corporation to the Chief Executive Officer of the Corporation and, in consultation with the Chief Executive Officer, the Chief Financial Officer, Chief Operating Officer, General Counsel and such other members of senior management of the Corporation as the Board may from time to time determine (collectively, the “**Executive Management Group**”); (iii) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to individual members of the Board (“**Directors**”) of the Corporation; and (iv) reviewing and approving the compensation paid by the Corporation, if any, to advisors of the Board.

**2. Composition**

The Committee shall be comprised of a minimum of three members of the Board all of whom shall be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*. Any member of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy will exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

**3. Limitations on Committee’s Duties**

In contributing to the Committee’s discharge of its duties under this Charter, each member of the Committee will be obliged to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be

construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations and reports made by the Executive Management Group, and (iv) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

#### **4. Meetings**

The Committee shall meet at least quarterly and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. The Committee shall keep minutes of each meeting of the Committee. A copy of the minutes shall be provided to each member of the Committee. The Committee shall meet separately, periodically, with members of the Executive Management Group and may request any officer or employee of the Corporation or any of its direct or indirect subsidiaries or outside counsel or any other person to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Chief Executive Officer and other members of the Executive Management Group may be present at meetings of the Committee to provide input on executive compensation other than his or her own. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

The Committee shall determine any desired agenda items.

#### **5. Reports**

The Committee shall:

- (a) Report to the Board on a regular basis and before any public disclosure by the Corporation on compensation matters.
- (b) Prepare and approve any reports on executive compensation practices, prior to their public disclosure, as required by applicable legislation and regulation and/or pursuant to the Corporation's undertaking to provide necessary information to comply with its disclosure obligations.

#### **6. Responsibilities**

##### **A. Compensation for the Executive Management Group**

The Committee shall:

- (a) From time to time, as appropriate, review with the chair of the Board, the independent lead director, if applicable, and the Chief Executive Officer of the

Corporation the long-term goals and objectives of the Corporation in relation to compensation.

- (b) At least annually, review and make recommendations to the Board with respect to the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and evaluate the Chief Executive Officer's performance in light of those goals and objectives.
- (c) At least annually, review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer and, based on the recommendation of the Chief Executive Officer, the other members of the Executive Management Group, including salary, incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements and change of control arrangements or provisions, and any special or supplemental benefits provided that the Committee will not be required to review or approve annual cash bonuses to employees of the Corporation other than the Executive Management Group if such bonuses were provided for in the year's budget or fiscal plan.
- (d) Recommend awards under any incentive compensation or equity-based plans of the Corporation.
- (e) From time to time, as appropriate, review the Corporation's policies on salary administration, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives and recommend changes to the Board if appropriate.
- (f) Review management's policies and practices for ensuring that the Corporation complies with legal prohibitions, disclosure and other requirements on making or arranging for personal loans and amending or extending any such loans or arrangements.

## **7. Independent Advice**

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, external advisors as the Committee determines to be necessary to permit it to carry out its duties.

## **8. Annual Evaluation**

Annually, the Committee shall, in a manner it determines to be appropriate:

- (a) Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.
- (b) Review and assess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate.