CHARTER OF THE
HUMAN RESOURCES COMMITTEE

The Board has established the Human Resources Committee to assist the Board in fulfilling its oversight responsibilities regarding the Company's human resources philosophy and practices, including the selection, evaluation, compensation and retention of management. The Committee considers and approves, and in certain matters, recommends any changes associated with these practices.

Composition of Committee. The Committee shall be composed of a minimum of three Directors, or such greater number as determined by the Board from time to time. All of the members of the Committee shall be "Independent Directors", within the meaning of applicable Canadian securities laws. The Committee members shall be appointed annually by the Board following each annual meeting of shareholders, and may be removed by the Board. Committee members shall have experience with and an interest in human resources development and administration. The Secretary of the Company, or such other person as designated by the Secretary and approved by the Committee, shall act as secretary of the Committee meetings.

Committee Chair. Following each annual meeting of shareholders, the Board shall appoint a Chair of the Committee from among the members of the Committee. The Chair shall organize and direct the activities of the Committee, call meetings of the Committee as appropriate, establish the agenda for Committee meetings and chair such meetings. The Chair has responsibility to ensure that the matters set forth in this charter are given due consideration in the course of the Committee's annual activities. The Chair shall encourage full participation in the deliberations and activities of the Committee by each of its members. The Chair shall report on the activities of the Committee at regular quarterly Board meetings.

Committee Meetings. Committee meetings shall be convened not less than three times each year and at such other times as may be determined by the Chair. Notice of the time and place of each meeting shall be given by the Chair, or such other person authorized by the Chair, to each Committee member in the manner permitted by the Company's by-laws, not less than 48 hours before the time when the meeting is to be held. A notice of a meeting need not specify the purpose of or the business to be transacted at the meeting. A Committee member may in any manner waive notice of or otherwise consent to a meeting. Attendance of a Committee member at a meeting is a waiver of notice of the meeting except where the member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called. Telephone, video and other virtual meetings of the Committee shall be considered valid if all persons participating in the meeting are able to communicate adequately with each other during the meeting. Directors who are not members of the Committee and management may, by invitation of the Chair, attend the Committee meetings. An *in camera* session, from which non-Independent Directors and members of management shall be excluded, will be held at each meeting. The quorum for the transaction of business at a Committee meeting shall be a majority of Committee members. Committee decisions shall be determined by a majority of the votes cast at the meeting by members of the Committee. The Chair shall not have a second or casting vote. The Committee has the authority to engage, instruct and compensate, at the Company's expense, any outside advisor it determines to be necessary or appropriate to carry out its duties.

Mandate of the Committee. The mandate of the Committee is as follows:

- Consider, recommend and oversee the implementation of executive compensation programs; including base salaries, short-term and long-term incentives, bonuses, equity-based compensation, pension and perquisite programs. These programs are linked to the Company's business strategy, operating plans and performance.
- Monitor succession planning to encourage the development of appropriate successors for the role of the CEO and other key executives as identified by the Committee.
- Annually review corporate salary guidelines.
- In consultation with the Board and the Executive Chairman, review and approve the goals and objectives of the CEO. Annually evaluate the CEO's performance based on the results achieved against these goals and objectives.
- Make recommendations to the Board with respect to the CEO's compensation including base pay, annual incentive and long-term incentive compensation, including any equity-based compensation.
- Oversee compensation risk management by annually reviewing the Company's executive compensation programs to identify potential risks that may be associated with these plans and practices.
- Consider and approve the compensation packages for members of senior management reporting directly to the CEO (other than the CEO and the Executive Chairman), and make recommendations to the Board.
- Review, on an annual basis, the performance of the CEO and other senior management members reporting directly to the CEO.
- Consider and approve employment and termination agreements for the CEO and other senior management members reporting directly to the CEO.
- Review the Company's policies, practices and progress regarding employee well-being, human rights, diversity and inclusion, and pay equity.
- Review and recommend for approval, any proposed amendments to the Company's pension plans that materially impact costs, benefits, plan eligibility or plan establishment/termination.
- Monitor the activities of the Company's Pension Committees. Annually review funding and administration of the Company's pension plans and fund performance as reported by the Pension Committees.
- Retain external independent compensation advisors for the purposes of determining competitive executive compensation, benefits and perquisites.
- Review executive compensation disclosures and recommend approval to the Board of Directors before the Company publicly discloses this information.
- Review and reassess the adequacy of the charter of the Committee on at least a biennial basis.
- Monitor, and report to the Board as appropriate, calls to the Company's Ethics "Hotline" regarding HR matters and resolution of said calls.
- Review and consider any amendments to the Company's Global Business Ethics Guide (the "Code").
- Monitor the administration of, and compliance with, the Code. Consider and approve any waivers of compliance with the Code and report to the full Board concerning same.

Approved by the Board on November 10, 2026.