

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER CHORUS AVIATION INC. (the “Corporation”)

GENERAL PURPOSE

The human resources and compensation committee (the “Committee”) has been established by the board of directors of the Corporation (the “Board”, and each member thereof, a “Director”) in order to assist the Board in its oversight of:

- (a) compensation policies and programs;
- (b) compensation risk management;
- (c) practices for the attraction, development and retention of key personnel; and
- (d) succession plans for key personnel.

COMMITTEE COMPOSITION

1. **Qualifications.** The Committee shall consist of three (3) or more Directors as determined by the Board (collectively, the “Members”), all of whom shall be Independent and a majority of whom shall be Canadian.
 - (a) A Member is considered to be “Independent” if (i) the Member has no direct or indirect relationship with the Corporation which, in the view of the Board, could reasonably be expected to interfere with the exercise of the Member’s independent judgment, and (ii) the Member is not an individual who is considered to have a material relationship with the Corporation under section 1.4 of *National Instrument 52-110 – Audit Committees*. Material relationships may include commercial, charitable, industrial, banking, consulting, legal, accounting or familial relationships.
 - (b) A Member is considered to be “Canadian” if he or she is a Canadian citizen or permanent resident within the meaning of subsection 2(1) of the *Immigration and Refugee Protection Act*.
2. **Appointment; Removal.** The Members shall be appointed by the Board and serve until the next annual meeting of the Corporation’s shareholders, unless they are removed by the Board, they resign or otherwise cease to serve on the Committee or the Board. Unless a Chair is appointed by the Board, the Members may designate a Chair by a majority vote of all the Members. The Board may fill vacancies on the Committee by appointing another Director to the Committee. The Board shall fill any vacancy if the membership of the Committee is less than three (3) Directors.

DUTIES AND RESPONSIBILITIES

The Committee is directed and empowered by the Board to perform the following duties and responsibilities:

1. Compensation.

- (a) **Compensation Philosophy.** Recommend to the Board, annually, the approval of a compensation philosophy for the officers of the Corporation and its subsidiaries and any other key employees of the Corporation and its subsidiaries identified by the Chief Executive Officer (the “CEO”) of the Corporation (collectively, the “Designated Employees”) that balances the objectives of (i) attracting, developing and retaining highly competent officers, (ii) appropriately and fairly incentivizes and rewards strong performance by officers in both the short and long-term, and (iii) maintains the Corporation’s compensation costs at a competitive level.
- (b) **Incentive Programs.** Recommend to the Board, annually, approval of the terms and conditions of all short and long-term incentive compensation programs (including equity-based plans) for Designated Employees (collectively, the “Incentive Programs”).
- (c) **Retirement Programs.** Recommend to the Board, as required, approval of the design of any significant retirement programs provided by the Corporation and its subsidiaries to Designated Employees.
- (d) **Chief Executive Officer.** Review, annually, the CEO’s performance against corporate goals and objectives, and recommend to the Board any adjustments to the CEO’s salary and any awards to the CEO under the Incentive Programs.
- (e) **Designated Employees.** Review, annually, the CEO’s evaluation of the Designated Employees, and recommend to the Board any adjustments to the salaries of the Designated Employees and any awards to the Designated Employees under the Incentive Programs.
- (f) **Considerations.** In discharging its duties and responsibilities hereunder, the Committee should consider, among other factors:
 - (i) the Corporation’s performance on an absolute, and where appropriate comparators can be ascertained, on a relative basis;
 - (ii) whether the compensation reflects an appropriate balance between short and long-term incentives;
 - (iii) whether the compensation is sufficiently competitive to enable the Corporation and its subsidiaries to attract and retain the talent it requires;
 - (iv) whether the compensation enables the Corporation to maintain its costs at a competitive level; and

- (v) whether the Incentive Programs could reasonably be expected to create or constitute incentives for Designated Employees to engage in unethical behavior or take inappropriate or excessive risks, and whether the Corporation has in place internal controls which could reasonably be expected to prevent unethical behavior or the taking of inappropriate or excessive risks.

2. **Organization and Succession.**

- (a) **Appointment and Removal of Officers.** Recommend to the Board, as required, the appointment and removal of officers of the Corporation, and any changes to the titles thereof.
- (b) **Development Plans.** Review with the CEO, annually, plans for the continued professional development of Designated Employees.
- (c) **Succession Plans.** Review with the CEO, annually, succession plans for his or her position and the positions that report directly to the CEO. In this connection, consider the objectives set out in the Corporations' diversity policy approved by the Board.

3. **Other Duties.**

Without limiting any of the duties set out above, the Committee shall:

- (a) approve, as required, the terms of the Corporation's employee share ownership program;
- (b) approve, as required, the appointment of members to the Corporation's management pension committee;
- (c) monitor pension communication strategies for compliance with disclosure requirements;
- (d) approve, as required, the Corporation's share ownership guidelines for executives and review, quarterly, compliance by designated executives with those guidelines;
- (e) approve the Committee's report and the statement of executive compensation that are included in the Corporation's annual proxy circular;
- (f) review this charter annually and provide any comments thereon to the Governance and Nominating Committee of the Board for consideration; and
- (g) perform such other duties as from time to time are assigned to the Committee by the Board.