

**Title:** Human Resources and Compensation Committee Charter  
**Effective Date:** May 11, 2021  
**Review Cycle:** Annual

**A. PURPOSE AND SCOPE**

The primary function of the Human Resources and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of WildBrain Ltd. (the “**Company**”) is to exercise the responsibilities and duties set forth below, including but not limited to, determining and making recommendations with respect to all forms of compensation to be granted to the Chief Executive Officer and Executive Chair of the Company, reviewing the Chief Executive Officer’s and Executive Chair’s recommendations respecting compensation of the other senior executives of the Company, and recommending to the Board compensation for the members of the Board. The Committee also oversees succession planning for the executives of the Company as well as the executive talent management process.

**B. COMPOSITION**

The Committee shall be comprised of a minimum of three directors as appointed by the Board, all of whom shall be independent and unrelated as determined in accordance with the rules of any applicable stock exchange on which the Company’s securities are listed, including, but not limited to, the Toronto Stock Exchange (“**TSX**”), and in accordance with National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”), and shall otherwise meet any applicable independence and committee composition requirements under any applicable rules or regulations of any applicable stock exchange on which the Company’s securities are listed, including, but not limited to, the TSX or applicable securities laws in effect from time to time. The Board shall consider all factors relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to, the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to such director and whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

The members of the Committee (the “**Member(s)**”) shall be elected by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. The Board may remove any Member from the Committee at any time with or without cause. Unless a Chair is elected by the full Board, the Members may designate a Chair by majority vote of the full Committee membership.

All Members must have a working familiarity with human resources and compensation matters and at least one Member must have direct experience in executive compensation matters.

**C. MEETINGS**

1. A meeting of the Committee may be convened by the Board or any Member of the Committee who requests a meeting. Notice of every meeting shall be given to each Member of the Committee.
2. Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two times per year.
3. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone or by email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting.
4. Members may attend all meetings either in person, videoconferencing, or by telephone.
5. The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
6. A majority of Members will constitute a quorum for a meeting or for decisions of the Committee.
7. At each meeting, the Committee may appoint an individual to act as secretary for the meeting, who shall circulate the minutes of meetings of the Committee to Members of the Committee.
8. The Committee shall approve and retain or cause to be retained minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by all the Members of the Committee.
9. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
10. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee.
11. The Committee should meet in camera without members of management in attendance for a portion of each meeting of the Committee.
12. In advance of every regular meeting of the Committee, the Chair, with the assistance of the secretary, should prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

13. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
14. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director. In the event of a vacancy on the Committee, the remaining members may exercise all of the powers of the Committee, so long as a quorum remains.

**D. RESPONSIBILITIES AND DUTIES**

The Committee shall have the following responsibilities and duties:

**Compensation Policies and Practices**

The Committee shall conduct oversight of the Company's compensation policies and practices, and will:

- annually review the compensation strategy, policies and practices for the directors, the Chief Executive Officer, the Chief Financial Officer, and the senior executives to ensure that they:
  - properly reflect their respective duties and responsibilities;
  - are competitive in attracting, retaining, and motivating people of the highest quality and in accordance with the needs of the Company;
  - are designed to align the interests of the directors, the Chief Executive Officer, the Chief Financial Officer, and the senior executives with shareholders and the Company as a whole;
  - are based on established corporate and individual performance objectives; and
  - do not encourage the taking of inappropriate or excessive risks.
- Review and approve the Chief Executive Officer's and Executive Chair's recommendations for the annual salary, bonus, stock options, and the other benefits, direct and indirect, of the other senior executives of the Company.
- Review and approve annually the corporate goals and objectives applicable to the compensation of the Chief Executive Officer and Executive Chair, as applicable, and evaluate, at least once per year, the Chief Executive Officer's and Executive Chair's performance in light of such established goals and objectives and, based on such evaluation, together with all other independent Members of the Committee, review and recommend to the Board for approval the annual salary, bonus, stock options, and other benefits, direct and indirect, of the Chief Executive Officer and Executive Chair, as applicable. The Chief Executive Officer and Executive Chair shall not be present during any Committee deliberations or voting with respect to his or her compensation. In determining the long-term incentive component of the Chief Executive Officer and Executive Chair's compensation, the Committee may consider the Company's performance, shareholder returns,

the value of similar incentive awards given to other chief executive officers and executive chair's at comparable companies and the awards given to the Company's Chief Executive Officer and Executive Chair, as applicable, in past years.

- Prepare an annual report, in compliance with applicable securities laws for inclusion in the Company's management information circular to shareholders respecting the process undertaken by the Committee in its review and preparing a recommendation in respect of Chief Executive Officer and Executive Chair compensation, as applicable.
- Develop and recommend to the Board for approval an executive succession plan, review such succession plan periodically, evaluate potential candidates for executive positions, and recommend to the Board any changes to, and any candidates for succession under such succession plan. Further the Committee shall review and make recommendations to the Board regarding the appropriateness of the succession plan for executive and periodic review of the implementation of such plan, including the status of development activities for key high potential individuals.
- Review on a periodic basis the terms of and experience with the Company's executive compensation programs for the purpose of determining if they are properly coordinated and achieving the purpose for which they were designed and administered.
- Oversee the administration of the Company's incentive compensation and equity-based plans in order to interpret the plans, prescribe rules, and make all determinations necessary or desirable for the administration of the plans.
- Review the Company's incentive compensation policies and practices to determine whether they involve risks that are reasonably likely to have a material adverse effect on the Company. Review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
- Oversee the Company's compliance with any applicable rules, regulations and guidelines promulgated by applicable securities regulators, regarding executive compensation matters, including advisory votes on executive compensation to the extent applicable, and any requirements of any applicable stock exchange on which the Company's securities are listed, including, but not limited to, the TSX relating to shareholder approval of equity compensation plans. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation, if any ("**Say on Pay Vote**").
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes (if at all), taking into account the results of the most recent Say on Pay Vote, if applicable, and review and approve the proposals regarding any Say on Pay Vote and the frequency of any Say on Pay Vote to be included in the Company's management information circular.
- Assist the Corporate Governance and Nominations Committee in its annual review and recommendation to the Board regarding the appropriate level of director compensation, taking

into consideration the relative responsibilities of the directors in serving of the Board and its various committees.

- Review the general design and make-up of the Company's broadly-applicable benefit programs as to their general adequacy, competitiveness, internal equity and cost effectiveness Administer and interpret the Company's stock option plan and its policies respecting the grant of options thereunder, and review and recommend for approval of the Board the grant of options thereunder and the terms (including the ability to adopt, amend, and terminate such plans) thereof.
- Review and assess the adequacy of this Charter annually to ensure compliance with any rules or regulations promulgated by any regulatory body and recommend to the Board for its approval any modifications to this Charter as considered necessary.

#### **Outside Advisors**

- The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors.
- The Committee shall pay the compensation for any advisors employed by the Committee at the cost of the Company without obtaining Board approval, based on its sole judgment and discretion.
- The Committee has the authority, without obtaining Board approval, to pay for ordinary administrative expenses deemed necessary and appropriate in carrying out its duties. The Committee shall take into consideration factors relevant to the advisor's independence from management as specified in NP 58-201, the rules of any applicable stock exchange on which the Company's securities are listed, including, but not limited to, the TSX, or as may be required by applicable regulatory authorities or legislation. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

#### **Performance Evaluation**

- The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall further conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

#### **Other Duties**

- Perform any other activities as are consistent with this Charter, the Company's by-laws, applicable legislation, guidelines, and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee's duties and responsibilities.
- The Committee shall have the authority to delegate any or all of its functions or responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, to any of its Members or any sub-set thereof, or other persons, from time to time

as it sees fit, necessary or appropriate for the fulfilment of the Committees duties and responsibilities, to the extent permitted by applicable law.

- This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While the Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.

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