

Calian Group LTD.

Mandate of the Human Resources and Compensation Committee

1. Purpose

1.1. The purpose of the Human Resources (HR) and Compensation Committee (The Committee) is to provide guidance and oversight on human resources issues affecting the Corporation, such as significant human resources policies, and to evaluate and provide recommendations respecting performance objectives, assessment, compensation, and succession planning for the office of the President and CEO, Senior Executives and as appropriate Directors of the Board.

2. Responsibilities

2.1. Establish the Corporation's general compensation philosophy and framework. Oversee the development and implementation of compensation programs and policies;

2.2. Develop and oversee an annual workplan with the CEO related to human resources policies and programs, including the integration of various organizations through mergers and acquisitions;

2.3. Review and approve the corporate objectives that the Chief Executive Officer is responsible for meeting, assess the performance of the Chief Executive Officer in relation to such objectives and establish the compensation for the Chief Executive Officer;

2.4. Review and approve compensation programs applicable to the Senior Executives of the Corporation;

2.5. Review and approve severance or similar termination payments proposed to be made to any current or former Senior Executives of the Corporation;

2.6. Oversee the development and implementation of the succession plan for Senior Executives;

2.7. Oversee the processes for the recruitment, training, development and retention of executives ensuring high-standards of integrity and competence;

2.8. Review the Directors' compensation in relation to current norms and recommend changes to the Board of Directors;

2.9. Review human resources risks and related KPI's assigned to the Committee and identify issues to be discussed at full board when required;

2.10. Provide oversight on key human resource functions and frameworks, including Occupational Health and Safety, Equity Diversity and Inclusion, and make recommendations for Board approval;

2.11. Review annually the terms of reference and work plan for the Committee and recommend any changes to the Board of Directors; and

2.12. To assist the Committee in discharging its responsibilities, the Committee may retain at the expense of the Corporation, one or more persons having special expertise.

3. Membership

3.1. The Committee shall be composed of a minimum of three independent directors of which one member shall be selected by the board as the chair of the Human Resources and Compensation Committee.

4. Rules of Procedure

4.1. The Committee may formulate its own Rules of Procedure subject to any direction from the Board.

5. Reporting

5.1. The Committee shall report to the Board quarterly.

6. Frequency of Meetings

6.1. The Committee shall meet quarterly as appropriate.

7. Quorum

7.1. A quorum shall be a majority of the members. Decisions will be made through consensus or majority vote.

8. Resources

8.1. Resources to support the committee will be provided through consultation with the Committee chair and CEO.

Date of Last Review: 9 February 2022