

Updated May 11, 2019

**2019 COMPENSATION COMMITTEE PLAN**

| Month(s)                  | Items for Consideration  | Meetings Scheduled (to date)                     |
|---------------------------|--|--|
| February 2019             | <ul style="list-style-type: none"> <li>• Compensation Committee               <ul style="list-style-type: none"> <li>○ Chair to establish make-up of the Committee</li> <li>○ Chair to present make-up to the Board for approval</li> </ul> </li> </ul>  | Board – 2/27/2019                                |
| March - May 2019          | <ul style="list-style-type: none"> <li>• Board Parking Lot               <ul style="list-style-type: none"> <li>○ Review for action going forward and establish timelines, and/or incorporate into Mandate</li> </ul> </li> <li>• Committee Terms of Reference (Mandate)               <ul style="list-style-type: none"> <li>○ Committee will review previous years' Terms of Reference and revise as necessary</li> <li>○ Chair to submit the Terms of Reference to the Board for approval</li> </ul> </li> <li>• Policies &amp; Procedures (P&amp;P's) – Table of Contents (Review)               <ul style="list-style-type: none"> <li>○ Committee to review existing Compensation P&amp;P's for proposed changes and/or new P&amp;P's as required</li> </ul> </li> <li>• President's Metrics – Review deliverables Year to Date</li> </ul> | Committee – 5/10/2019<br><br>Board – 5/22/2019   |
| May - June 2019           | <ul style="list-style-type: none"> <li>• President's Metrics – Mid Year Review               <ul style="list-style-type: none"> <li>○ Based on the Metrics approved by the Board, the Chair will solicit feedback from the Committee. A committee meeting including the Chairman of the Board, and excluding the President will be held to determine any remedial action required. In consultation with the Chairman of the Board, the Chairman and Chair will then meet with the President.</li> </ul> </li> </ul>  | (Post May Board Meeting)<br>TBD                  |
| July – August 2019        | <ul style="list-style-type: none"> <li>• Base Salary Load &amp; Compensation &amp; Classification Table (Grid)               <ul style="list-style-type: none"> <li>○ The Committee will review the President's report, which will include the HR Compensation Summary Report, Consumer Price Index, Comp &amp; Classification Table (Grid) and recommended % of total wage and salary increase of "base" salary load recommended by the President.</li> <li>○ The Chair will submit the Committee's recommendations to either endorse or not endorse the President's report in regards to the recommended base salary load (increase) for the following year, and the Compensation &amp; Classification Table (Grid) – 2 separate motions are suggested, with the President's Report to be attached.</li> </ul> </li> </ul>                     | Committee – 8/13/2019<br><br>Board – 8/28/2019   |
| September – November 2019 | <ul style="list-style-type: none"> <li>• Staff Bonus Pool (Current Fiscal Year)               <ul style="list-style-type: none"> <li>○ The Committee will review the President's recommendation</li> </ul> </li> <li>• President's Bonus (Current Fiscal Year)               <ul style="list-style-type: none"> <li>○ The Committee will review the President's performance based on the previous year's criteria and measurables</li> </ul> </li> </ul>   | Committee – 11/14/2019<br><br>Board – 11/27/2019 |

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|  | <ul style="list-style-type: none"> <li>• The Chair will submit the recommendations to the Board for approval</li> <li>• Director &amp; Executive Compensation <ul style="list-style-type: none"> <li>○ The Committee will review the President's recommendation</li> </ul> </li> <li>• President's Salary (Next Calendar Year) <ul style="list-style-type: none"> <li>○ The Committee will review the President's current salary for any recommended changes in January</li> <li>○ The Chair will submit the recommendation to the Board for approval</li> </ul> </li> <li>• Human Resources <ul style="list-style-type: none"> <li>○ The Committee will review any proposed major changes to COMPANY's compensation and benefits policies, e.g. RRSP, Corporate contributions</li> <li>○ The Committee will continue to work with the President in regards to long term succession planning for Senior Management</li> </ul> </li> </ul>   |   |
| <p>December 2019</p> <p>January 2020</p> | <ul style="list-style-type: none"> <li>• President's Metrics and Bonus (Next Fiscal Year) <ul style="list-style-type: none"> <li>○ The Committee, in consultation with the President will establish the framework (i.e. criteria and measurables) for the following year</li> <li>○ Chair to submit the framework to the Board for approval in January</li> </ul> </li> <li>• Directors Compensation <ul style="list-style-type: none"> <li>○ The Committee will review the Corporate Secretary's summary of Director Compensation</li> <li>○ The Chair will submit a report to the Board with any further recommendations</li> </ul> </li> <li>• Executive Compensation Review <ul style="list-style-type: none"> <li>○ The Committee will direct an External Board Member to conduct a review in consultation with the President and report any irregularities or inequities of its officers or direct reports to the Compensation Committee</li> </ul> </li> <li>• Salary Increases <ul style="list-style-type: none"> <li>○ The Committee will direct an External Board Member to conduct a review in consultation with the President prior to annual salary increases (if any) to ensure compliance and equity amongst the staff and report to the Board</li> </ul> </li> <li>• Committee Year End Review <ul style="list-style-type: none"> <li>○ Review previous year's mandate for recommended changes going forward and/or parking lot issues to be reported to the Board</li> </ul> </li> </ul> | <p>Committee – TBD</p> <p>Board - TBD</p> |