



**Climbing Escalade Canada
("the Corporation")
Compensation Committee Mandate**

1. Purpose

1.1 The purpose of the Compensation Committee (the "**Compensation Committee**") of the board of directors of the Corporation (the "**Board**") is to recommend, review and approve corporate goals and objectives relevant to the Executive Director, Chief Financial Officer (if applicable) and director performance and evaluate performance to determine compensation.

2. Duties

2.1 The duties of the Compensation Committee are to:

- a) annually recommend objectives and performance criteria applicable to the Board, each director, the Board Chair, the Lead Director, the Chair of each Committee the Executive Director and the Chief Financial Officer (as applicable);
- b) annually arrange for an evaluation of the performance, contribution and effectiveness of the Board and Committees, individual directors, the Board Chair, the Lead Director, the Chair of each Committee, the Executive Director and the Chief Financial Officer (as applicable) in the context of the mandates, position descriptions, competencies and skills that each director is expected to bring to the Board by circulating:
 - i. a Board questionnaire which asks directors to identify their own skills, their contributions to the Board and Committees, and rate their effectiveness;
 - ii. a peer review questionnaire which asks directors to rate the contributions and effectiveness of their fellow Board members; and
 - iii. a governance questionnaire which asks the directors to provide feedback on the Board and Committee Mandates, position descriptions, Code of Business Conduct and Ethics and other policies;
- c) prepare and distribute a report to the Board regarding annual evaluations to initiate discussion regarding how to improve the performance, contribution and effectiveness of the Board, each Committee, each director and the Executive Director;
- d) make recommendations to the Board regarding the amount and form of compensation to award to directors, the Board Chair, the Lead Director and the Chair of each Committee;
- e) make recommendations to the independent members of the Board regarding the amount and form of compensation to award the Executive Director and the Chief Financial Officer;
- f) review and make recommendations to the Board regarding proposals for the compensation of executive officers and management, including salary, bonus, perquisites, retirement allowances and all other forms of proposed compensation;
- g) review and make recommendations regarding all incentive-based compensation plans;
- h) review and make recommendations regarding employee benefit and retirement plans; and
- i) in making all compensation recommendations take into consideration:
 - i. the duties of each individual, his or her past service and continuing responsibilities;
 - ii. (ii) the position or job description of individuals, their short and long-term objectives, goals and performance measurement indicators;

- iii. the Corporation's performance; and
- iv. the form and amount of compensation awarded by comparable organizations.

3. Composition

- 3.1 The members of the Compensation Committee will, if possible, be independent of the Corporation within the meaning of applicable laws, rules, policies, guidelines and requirements as determined by the Board.
- 3.2 Members of the Compensation Committee shall be appointed from time to time to hold office at the pleasure of the Board.

4. Committee Chair

- 4.1 The Board shall appoint a Chair for the Compensation Committee. A description of the duties and responsibilities of the Chair are included in Schedule A.
- 4.2 If the Chair of the Compensation Committee is not present at any meeting of the Compensation Committee, one of the other members of the Compensation Committee who is present at the meeting shall be chosen by the Compensation Committee to preside at the meeting.

5. Meetings

- 5.1 The Compensation Committee is responsible to meet as often as required to discharge its duties.
- 5.2 The Chair of the Compensation Committee will, in consultation with the members, determine the schedule, time and place of meetings.
- 5.3 A quorum for a meeting of the Compensation Committee shall be a majority of members present in person.
- 5.4 A member or members of the Committee may participate in meetings of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- 5.5 Notice of the time and place of every meeting shall be given in writing (including by way of written email or facsimile communication) to each member of the Compensation Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 5.6 At the invitation of the Chair of the Compensation Committee, one or more officers of the Corporation may attend any meeting of the Compensation Committee.

6. Procedures, Records and Reporting

- 6.1 Subject to any statute or articles and by-laws of the Corporation, the Compensation Committee shall fix its own procedures at meetings, keep records of its proceedings and report to the Board when the Compensation Committee may deem appropriate (but not later than the next meeting of the Board). The minutes of its meetings shall be distributed to all members of the Board. All Directors shall be provided with access to any materials distributed to members of the Compensation Committee.

7. Delegation

7.1 The Compensation Committee may delegate, from time to time, to any individuals or subcommittees of the Compensation Committee, any of the Compensation Committee's responsibilities that lawfully may be delegated.

8. Materials

8.1 The Compensation Committee has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

9. Governance

9.1 The Compensation Committee is responsible to annually review, and in its discretion make recommendations to the Board regarding confirmation of or changes to be made to its Mandate and the position description of its Chair.

10. Advisors

10.1 The Compensation Committee has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Compensation Committee in the discharge of its duties.

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SCHEDULE “A”
COMPENSATION COMMITTEE CHAIR POSITION DESCRIPTION

1. Appointment

1.1 The Chair of the Compensation Committee (the “**Compensation Committee**”) of the board of directors of the Corporation (the “**Board**”) will be appointed, serve and be removed at the pleasure of the Board.

2. Duties of the Compensation Committee Chair

2.1 In addition to fulfilling his or her duties as an individual director, the duties of the Compensation Committee Chair are to:

- a. serve as the Compensation Committee’s role model for responsible, ethical and effective decision making;
- b. lead the Compensation Committee in discharging all duties set out in the Compensation Committee Mandate and as are delegated to the authority of the Compensation Committee by the Board;
- c. take reasonable steps to ensure that the Compensation Committee members execute their duties pursuant to their Mandate;
- d. manage the affairs of the Compensation Committee to ensure that the Compensation Committee is organized properly and functions effectively;
- e. preside at, and together with the members of the Compensation Committee and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Compensation Committee;
- f. coordinate with the Corporate Secretary, management and advisors engaged by the Compensation Committee to ensure that:
 - i. documents are delivered to members in sufficient time in advance of Compensation Committee meetings for a thorough review;
 - ii. matters are properly presented for the Compensation Committee’s consideration at meetings;
 - iii. members have an appropriate opportunity to discuss issues at each meeting;
 - iv. members have an appropriate opportunity to question management, employees and advisors regarding compensation issues and all other matters of importance to the Compensation Committee; and
 - v. members work constructively towards their recommendations to the Board;
- g. communicate with each member of the Compensation Committee to ensure that:
 - i. each member has the opportunity to be heard and participate in decision making; and
 - ii. each member is accountable to the Compensation Committee;
- h. arrange for the preparation, accuracy and distribution of all minutes of the Compensation Committee to its members and each member of the Board, as appropriate;
- i. ensure that the Compensation Committee, following each meeting:
 - i. reports to the Board regarding its activities, findings and recommendations; and
 - ii. makes Compensation Committee information available to any director upon request; and
- j. assist in maintaining effective working relationships between Compensation Committee members, the Board, the Executive Director, advisors, executive officers and management.