

**MANIFESTSEVEN HOLDINGS CORPORATION**  
(the "Company")

**COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
(Adopted by the Board of Directors on September 25, 2020)

**Objectives**

The Compensation and Corporate Governance Committee (the "**Committee**") will assist the Board of Directors (the "**Board**") in fulfilling its oversight responsibilities. The Committee will review and consider executive compensation (including philosophy and programs), management development and succession planning, board compensation, broadly applicable compensation and benefits programs, corporate governance principles, performance reviews of the board, committees and directors, nominations to the Board, and structure and composition of board committees.

**Membership**

The Board shall appoint from among its members a Committee to hold office until their successors are elected or appointed. The Committee shall be composed of at least three directors, and not more than four directors, the majority of whom shall be "independent" (as such term is defined in National Instrument 52-110 – *Audit Committees*).

The Board may, from time to time, designate one of the members of the Committee to be the Compensation and Corporate Governance Committee Chair.

**Meetings and Participation**

The Committee shall meet in accordance with a schedule established each year by the Board, and at other times that the Committee may determine, but no less than twice annually. The Chair or any second member of the Committee may call a special meeting of the Committee. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. The agenda will be set by the Compensation and Corporate Governance Committee Chair.

The Company's Chief Legal Officer shall act as management liaison with the Committee. The Committee may invite such officers, directors, and employees of the Company as it may see fit from time to time to attend meetings of the Committee and assist in the discussion of the Committee.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present. A quorum for meetings of the Committee is a majority of its Members.

The Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be approved by Committee members and available as soon as possible to the Board.

**Duties, Powers, and Responsibilities**

The Committee shall fulfill the following roles and discharge the following responsibilities:

**(a) Executive Compensation**

- Review and approve on an annual basis the corporate goals and objectives relevant to the Chief Executive Officer's ("**CEO**") compensation. The Committee shall evaluate at least once a year the CEO's performance in light of established goals and objectives and, based on such evaluation, shall, together with all other independent members of the Board, determine and approve the CEO's annual compensation, including, as appropriate, salary, bonus, incentive and equity compensation.
- Review and approve on an annual basis the evaluation process and compensation structure for the Company's executive officers.
- Review and make recommendations to the Board with respect to the adoption, amendment, and termination of the Company's management incentive-compensation and equity-compensation plans, oversee their administration and discharge any duties imposed on the Committee by any of those plans.
- Assess the competitiveness and appropriateness of the Company's policies relating to the compensation of the executive officers.

**(b) Management Development and Succession Planning**

- Review management's long-range planning for executive development and succession.
- Develop a CEO succession plan.

**(c) Board Compensation**

- Annually review and recommend to the Board a compensation package for members of the Board. In considering the Director compensation package, the Committee may take into consideration the relative responsibilities of Directors in serving on the Board and its various committees. The Committee may request that management report to the Committee periodically on the status of the Board' compensation package in relation to other similarly situated companies.
- Directors who are employees of the Company shall not be compensated for their services as Directors.
- The Committee shall review annually any stock ownership guidelines applicable to Directors and shall recommend to the Board revisions to any such guidelines as appropriate.

**(d) Broadly Applicable Compensation and Benefit Programs**

- Review the general design and make-up of the Company's broadly-applicable benefit programs, if any, as to their general adequacy, competitiveness, internal equity, and cost effectiveness.
- Annually review the performance of the Company's pension plans, if any.
- Perform other review functions relating to management compensation and human resources policies as the Committee deems appropriate.

**(e) Corporate Governance Principles**

- Recommend to the Board corporate governance principles addressing, among other matters, the size, composition and responsibilities of the Board and its committees, which shall be reviewed not less frequently than annually by the Committee.
- Recommend to the Board with respect to changes to the corporate governance principles.

**(f) Performance Reviews of the Board, Committees, and Directors**

- Evaluate the performance of the Board on an annual basis.
- Solicit comments from all directors and report annually to the Board on its assessment of the Board's performance.
- Evaluate the performance of individual directors and committees of the Board on a periodic basis.

**(g) Nominations to the Board**

- Establish criteria for selecting new directors which shall reflect, among other facts, a candidate's integrity and business ethics, strength of character, judgment, experience, and independence, as well as factors relating to the composition of the board, including its size and structure, the relative strengths and experience of current board members and principles of diversity.
- Consider and recruit candidates to fill new positions on the Board.
- Review any candidate recommended by the shareholders of the Company.
- Conduct appropriate inquiries to establish a candidate's compliance with the independence and other qualification requirements established by the Committee.
- Assess the contributions of current directors in connection with the annual recommendation of a slate of nominees and at that time review the criteria for candidates for the Board in the context of the evaluation process and other perceived needs of the Board.
- Recommend the director nominees for election by the shareholders.

**(h) Structure and Composition of Committees of the Board**

- Advise the Board with respect to the charters, structure, and operations of the various committees of the Board and qualifications for membership thereon, including policies for the rotation of members among committees of the Board.

**(i) Other Responsibilities and Matters**

- Report through its Chair to the Board following meetings of the Committee.
- Review annually the adequacy of this Charter and confirm that all responsibilities have been carried out.
- Evaluate the Committee's and individual member's performance on a regular basis and report annually to the Board the result of its annual self-assessment.
- Review executive compensation disclosure before the Company publicly discloses that information in the information circular.
- Review material employee complaints with management related to employment matters that could lead to litigation.

**Authority**

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors employed by the Committee at the cost of the Company without obtaining approval of the Board, based on its sole judgment and discretion. The Committee shall have the ultimate authority and responsibility to engage and terminate any outside consultant to assist in determining appropriate compensation levels for the CEO or other management and to approve the terms of any such engagement and the fees of any such consultant. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company.