



Yukon Energy Corporation

Terms of Reference

Human Resource Committee

Approved May 11, 2022

A. PURPOSE

The Human Resource Committee (Committee) assists the board of directors (Board) of Yukon Energy Corporation (YEC) in:

- Providing leadership to and managing the CEO
- Providing oversight and ensuring effective oversight of the management of YEC's human capital

in a way that supports the fulfilment of YEC's purpose and strategy in compliance with YEC's policies, standards, and legal and regulatory obligations. Specifically, the Committee assists the Board in providing leadership to the CEO and in the oversight and assessment of the leadership and human capital matters outlined in the Duties and Responsibilities below (collectively, "HR Committee Matters").

In fulfilling these responsibilities, the Committee is supported by the CEO and other members of management as determined appropriate by the CEO or the Board.

B. GUIDELINES FOR COMMITTEES

In carrying out its role and responsibilities, and in determining its composition, the Committee follows the Committee Operating Guidelines.

C. DUTIES AND RESPONSIBILITIES

The Committee assists the Board in providing oversight of HR Committee Matters, ensuring there is a coordinated approach to such matters. It is recognized that there may be overlap with some of the responsibilities delegated to the Board's other committees. The Committee coordinates or interacts as necessary with such committees.

The Committee specifically has the following responsibilities:

CEO Leadership

- In collaboration with the CEO, develop and recommend¹ the CEO's goals and objectives
- Recommend the CEO performance evaluation process and together with the Chair, annually lead the CEO's performance evaluation
- Review and recommend about the CEO's compensation

¹ Where recommendations are referred to, recommendations are to the Board unless otherwise indicated.

- Oversee the development of and recommend plans to address emergency CEO succession and long-term CEO succession planning
- Recommend a process for CEO recruitment, selection, and appointment in the event of a transition, as required
- Review and recommend material amendments to the CEO's employment terms and conditions

Human Capital²

- Oversee and monitor YEC's organizational structure, including the senior Management team structure, to ensure it supports YEC's strategy and purpose
- Oversee the development of, recommend and monitor the effectiveness of YEC's overall approach to compensation, including
 - YEC's overall compensation philosophy
 - Pay equity policies
- Oversee and monitor YEC's organizational culture by reviewing metrics and reports and recommending material policies, including YEC's approach to diversity, equity, inclusion, and belonging
- Ensure the development and effectiveness of YEC's talent strategies and practices, including:
 - Leadership and talent development
 - Leadership succession planning
- Oversee the development of, recommend, and monitor the effectiveness of YEC's labour relations strategy
- Review and monitor the results of any collective bargaining agreements

Compliance, Audits, and Investigations

- In collaboration with the Audit Committee³, monitor compliance by YEC with applicable laws, regulations, principles, and policies relating to HR Committee Matters
- In collaboration with the Audit Committee, monitor material investigations and litigation related to HR Committee Matters as appropriate
- In collaboration with the Audit Committee, monitor material regulatory audits, findings, orders, reports and/or recommendations issued by or to YEC related to HR Committee Matters or issues, together with management's response thereto

Risk Management

² Human capital in this context is the value that people bring to YEC, including in the areas of talent, leadership, and culture

³ The Audit Committee has primary responsibility for oversight of the overall approach and frameworks related to compliance, investigations, material litigation, regulatory audits, and risk management. As such, "Collaboration with the Audit Committee" means that the HR Committee has primary responsibility for overseeing the specific area only insofar as it relates to HR Committee Matters and will report to the Audit Committee on its oversight of such matters.

- In collaboration with the Audit Committee, oversee the regular review of management's systems, control plans, and steps to assess and manage material risks and exposures relating to HR Committee Matters as identified in YEC's enterprise risk management framework and delegated to the Committee

Policy Oversight

- Review key organizational policies related to HR Committee Matters and recommend any required changes

Other

- Participate in engagement activities as suggested by YEC's management and determined appropriate by the Committee
- Ensure a robust orientation program is in place for orientation of Committee members to the HR Committee, and lead such orientation