

PURPOSE

The Human Resources Committee (the “Committee”) is a standing committee established by the board of directors (the “Board”) of AutoCanada Inc. (the “Corporation”) to oversee the development, implementation and monitoring of sound human resources strategies, policies and practices for the Corporation, including preparing, reviewing, recommending and administering policies, plans and programs in respect of recruitment, retention, compensation, benefits and succession planning of the Executive Chair or the Chief Executive Officer, the President, the Chief Financial Officer, other officers of the Corporation and such other members of management as determined by the Committee in consultation with the Executive Chair or the Chief Executive Officer (collectively, “Executive Personnel”).

COMPOSITION OF COMMITTEE

1. Composition

The Committee will have a minimum of three members (each, a “Member”), including the chair of the Committee. The Board, on the recommendation of the Governance and Nominating Committee, will appoint and remove the Members by a majority vote. The Members will sit on the Committee at the pleasure of the Board.

2. Independence

Each Member shall be independent for the purposes of all applicable laws and stock exchange requirements.

3. Appointment and Replacement of Members

Any Member may be removed or replaced at any time by the Board and shall automatically cease to be a Member upon ceasing to be a director. The Board may at any time fill vacancies on the Committee by appointment from among the directors of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than three directors. If and whenever a vacancy shall exist on the Committee, the remaining Members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, the Members shall be appointed by the Board annually and each Member shall hold office as such until the next annual meeting of shareholders after his or her appointment or until he or she resigns, is removed or his or her successor shall be duly appointed and qualified.

4. Human Resources Committee Chair

The Board, on the recommendation of the Governance and Nominating Committee, will appoint the chair of the Committee (the “Chair”) from the Members by a majority vote. The Chair will hold such position at the pleasure of the Board and will be responsible for:

- a) establishing the frequency of Committee meetings and the agenda for the meetings;
- b) providing leadership to the Committee and presiding over Committee meetings;

- c) facilitating the flow of information to and from the Committee and fostering an environment in which Members may ask questions and express their viewpoints;
- d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- e) liaising with the Lead Director with respect to the Lead Director's delivery to the Executive Chair or Chief Executive Officer of his or her annual performance review;
- f) liaising with the chairs of the other standing committees of the Board and the Lead Director or the Chair of the Board, as appropriate;
- g) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- h) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

COMMITTEE MEETINGS

5. Meetings

The Committee will meet at least once each quarter and otherwise as it determines necessary. Any Member may call meetings of the Committee. The time, place and procedures for such meetings shall be determined by the Committee. Each Member will have the right to vote on all matters that come before the Committee. All directors of the Corporation, including management directors, may attend meetings of the Committee (unless otherwise determined by the Committee) provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for the Committee if he or she is not a Member. The Committee may invite officers and employees of the Corporation or any other person to attend meetings of the Committee to assist in evaluation or determination of any matter under consideration by the Committee.

6. Corporate Secretary

Unless otherwise determined by the Chair, the Corporate Secretary (or his or her nominee) or the Corporation's legal counsel will act as Secretary to the Committee.

7. *In Camera* Session

The Committee should hold an *in camera* session without management present, including management directors, as a regular feature of each Committee meeting.

8. Quorum

The quorum necessary for the transaction of business at Committee meetings will be a majority of the Members. A minimum of two Members must be present at any Committee meeting to constitute quorum. A quorum once established is maintained even if any Member chooses to leave the meeting prior to its conclusion.

9. Approvals

Matters subject to determination by the Committee shall be decided by a majority of votes cast at the meeting where the matter is considered. Actions of the Committee may also be taken by instruments in writing signed by all of the Members.

SPECIFIC MANDATES OF THE COMMITTEE

10. In Respect of Human Resources Strategy of the Corporation

The Committee will oversee the Corporation's overall human resource and talent management strategies, policies and plans and their effectiveness for the management and development of Executive Personnel.

The Committee will have responsibility to:

- a) oversee the alignment of the Corporation's human resources programs with its strategy, risk profile, corporate performance and risk management framework;
- b) oversee and review the Corporation's workplace diversity, equity and inclusion strategy, plans and practices, and the results of any employee engagement evaluations or initiatives;
- c) oversee and review the Corporation's approach in respect of significant policies for employee talent management, training and development, and wellness;
- d) oversee the Corporation's approach to and policies for recruiting, developing, retaining and motivating Executive Personnel and related executive compensation and human resources matters;
- e) review and recommend to the Board for approval the organizational structure of the Corporation's Executive Personnel and any proposed appointment or termination of Executive Personnel;
- f) oversee the ethical conduct of Executive Personnel, in coordination with the Executive Chair or Chief Executive Officer; and
- g) oversee the orderly development and succession planning of Executive Personnel.

11. In Respect of Compensation Philosophy for Executive Personnel

The Committee will develop and recommend to the Board for its approval, the Corporation's compensation philosophy and guidelines for Executive Personnel and any material changes thereto, including, but not limited to, any executive share ownership policy, any clawback policy, any material new incentive compensation, equity, benefit or retirement plans for Executive Personnel. The Committee will periodically review the Corporation's compensation philosophy and guidelines for Executive Personnel and recommend any material changes to the Board for its approval. In its review, the Committee will:

- a) assess the linkage and alignment of the Corporation's executive compensation philosophy and executive incentive compensation plans to the Corporation's financial and non-financial performance in support of the Corporation's business strategy;

- b) review and consider the implications of the risks associated with the Corporation's executive compensation policies and practices, specifically, situations that could potentially encourage management to expose the Corporation to inappropriate or excessive risks; and
- c) consider feedback from shareholders with respect to the Corporation's executive compensation strategy.

12. In Respect of the Compensation of Executive Personnel

- a) The Committee will oversee matters relating to the compensation and evaluation of Executive Personnel and all related public disclosure, including with respect to:
 - b) the review, establishment and evaluation of corporate and individual goals, objectives and performance in respect of the Executive Chair or the Chief Executive Officer and make recommendations to the Board in respect thereof;
 - c) the determination of the Executive Chair or Chief Executive Officer's compensation (considering all elements of the compensation package) based on the Executive Chair or Chief Executive Officer's performance, market conditions, evaluation and other factors determined relevant by the Committee and make recommendations to the Board in respect thereof;
 - d) the review of the Executive Chair or Chief Executive Officer's review, establishment and evaluation of corporate and individual goals, objectives and performance in respect of the other Executive Personnel and make recommendations to the Board in respect thereof;
 - e) the review of the Executive Chair or Chief Executive Officer's determination of the other Executive Personnel's compensation (considering all elements of the compensation package) based on Executive Personnel performance, market conditions, evaluation and other factors determined relevant by the Executive Chair or Chief Executive Officer or the Committee and make recommendations to the Board in respect thereof;
 - f) the overall effectiveness and performance of the Executive Personnel;
 - g) the targets used by the Corporation to measure performance for Executive Personnel compensation purposes and the competitiveness of the Corporation's approach to executive compensation; and
 - h) the required reporting to the Corporation's shareholders relating to executive compensation and human resources matters, including required disclosure of compensation matters in the annual Management Information Circular and any other report on compensation that may be required to comply with all applicable laws and regulations and stock exchange requirements.

13. In respect of Equity Based Incentive Compensation Plans

The Committee will:

- a) following the approval of and establishment by the Board of any equity-based incentive compensation plans and arrangements, and within any guidelines established by the Board and subject to any authority otherwise reserved or delegated by the Board with respect to such plans and arrangements, review management's recommendations for, and approve the granting of awards under such plans and arrangements to eligible participants and administer, interpret and make all determinations required in connection with such plans and arrangements;

- b) evaluate all performance related vesting criteria under equity-based incentive compensation plan awards; and
- c) propose and review any proposed establishment of and material changes to, equity-based incentive compensation plans and arrangements, and present its recommendations to the Board for approval.

14. In respect of Other Items

The Committee will:

- a) report on its activities and deliberations to the Board as soon as practicable, and report to the Board at its next regular meeting all such actions which the Committee has taken since the previous report;
- b) liaise with the Audit Committee and the Governance and Nominating Committee of the Board, as appropriate; and
- c) undertake such other duties and responsibilities as are delegated to it from time to time by the Board.

GENERAL

15. Outside Advisors

The Committee may engage, set compensation and other retention terms and terminate outside advisors, including compensation consultants, at the expense of the Corporation, to provide advice on matters that the Committee determines is necessary to fulfill its duties.

16. Review of Charter

The Committee will periodically review and evaluate the adequacy of this Charter and the position description of the Chair of this Committee, the Committee's performance, and report its evaluation and any recommendations for changes to the Governance and Nominating Committee. The Committee will annually evaluate its effectiveness with reference to this Charter.

17. Reporting to the Board

The Committee will report through the Committee Chair, or another designated Member, to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

Human Resources Committee

CHARTER



18. Authority

The Committee, in fulfilling its mandate, will have the authority to:

- a) communicate directly with any member of management of the Corporation as the Committee deems appropriate;
- b) delegate tasks to Members, subcommittees of the Committee or members of management of the Corporation in compliance with applicable laws, as appropriate; and
- c) access appropriate funding as determined by the Committee to carry out its duties.

Approved by the Board of Directors of the Corporation on March 6, 2024