

HIGH LINER FOODS
GOVERNANCE COMMITTEE CHARTER
NOVEMBER 6, 2020

The Governance Committee (the “Committee”) of the Board of Directors (the “Board”) shall be responsible for fulfilling the following:

- (a) identifying individuals qualified and suitable to become Board members and recommend to the Board the director nominees for each annual meeting of shareholders; and
- (b) assist the Board in its oversight role with respect to:
 - (i) the development of the Company’s corporate governance policies, practices and processes;
 - (ii) the effectiveness of the Board of Directors, its committees and the Chairs of those committees; and
 - (iii) the contributions of individual Directors.

COMPOSITION

The Committee shall be appointed by the Board and composed of a minimum of three directors, comprised exclusively of independent directors according to the independence standards established by the Board and applicable corporate and securities law.

The members of the Committee shall be appointed or reappointed annually by the Board, with such appointments to take effect immediately following the Annual Meeting of the Shareholders of the Company. Each member of the Committee shall continue to be a member thereof until their successor is appointed, unless they resign or are removed by the Board, or shall cease to be a director of the Company. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than the minimum membership.

The Board shall appoint a Chair from among the members of the Committee to preside at its meetings. In the absence of the Chair, one of the present Committee members shall be chosen by the Committee to preside at the meeting. The Chair presiding at any meeting of the Committee shall have a casting vote in case of deadlock. The Committee shall also appoint a secretary who need not be a director.

MEETINGS

The Committee shall meet at least two times a year, with additional meetings as directed by the Board or determined by the Chair.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:

1. A quorum of the meeting shall be a majority of the members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other;

2. Notice of the time and place of every meeting shall be given in writing, electronic or other facsimile communication to each member of the Committee at least 24 hours prior to the time for such meeting, provided however, that a member may in any manner waive a notice of meeting. Attendance of a member at a meeting is a waiver of notice of that 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; and
3. All Committee members are expected to attend each meeting. The minutes of the Committee shall be recorded and maintained by the Secretary of the meeting. The Chair of the Committee shall report the business of the meeting to the next regularly scheduled Board meeting.

PRIMARY RESPONSIBILITIES

The Committee shall carry out the following duties:

COMPOSITION OF THE BOARD OF DIRECTORS

1. The Committee shall at least annually:
 - (a) review the Director Selection Criteria (attached hereto as may be amended from time to time) and related Diversity and Inclusion Policy, and recommend any changes;
 - (b) determine the independence and qualifications of the members (and any proposed members) of the Board in accordance with applicable regulations;
 - (c) identify and recommend qualified candidates to the Board, and recommend the nominees for election by shareholders at the annual meeting.
 - (d) identify directors qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified Directors to the respective committee.

GOVERNANCE

2.
 - (a) Annually assess the effectiveness of the Board as a whole, as well as the committees of the board and the contribution of individual directors;
 - (b) Annually review and approve the mandates of committees of the Board and the Board itself on a regular basis;
 - (c) Ensure that a new director receives proper orientation and education;
 - (d) Annually review the adequacy and recommend the form and amount of compensation of the Board;
 - (e) Review *National Instrument 58-101 Disclosure of Corporate Governance Practices* and *National Policy 58-201 Corporate Governance Guidelines* and any other applicable rules or guidelines for Corporate Governance on an annual basis, recommending changes as appropriate;

- (f) Review and update periodically the Code of Conduct of the Company and ensure that management has established a system to enforce this policy;
- (g) Review management's monitoring of the Company's compliance with the Company's Code of Conduct;
- (h) Review and update periodically the Company's policies on Corporate Disclosure, Confidentiality and Employee Trading, and Diversity, and ensure that management has established systems to enforce these policies;
- (i) Review management's monitoring of the Company's compliance with the Company's policy on Corporate Disclosure, Confidentiality and Employee Trading, and Diversity Policy;
- (j) Review, with the Company's counsel, legal compliance matters including corporate securities trading policies;
- (k) Review the Company's environmental, social and governance framework;
- (l) Review the corporate governance sections of the Proxy Circular distributed to shareholders, including the Statement of Corporate Governance Practices and Procedures for Considering Shareholder Proposals; and,
- (m) Assess shareholder proposals as necessary for inclusion in the Proxy Circular and make appropriate recommendations to the Board.

AUTHORITY

The Committee has the authority to:

1. conduct or authorize an investigation into any matters within its scope of its mandate or responsibility;
2. in consultation with the Chair of the Board, engage and compensate any outside advisor that it determines necessary in order to carry out its duties.