



**DREAM UNLIMITED CORP.**  
(the “Corporation”)

**ORGANIZATION DESIGN AND CULTURE COMMITTEE CHARTER**  
(the “Charter”)

**PURPOSE**

The Organization Design and Culture Committee (the “Committee”) is a standing committee appointed by the board of directors of the Corporation (the “Board”). The Committee shall assist the Board in discharging the Board’s oversight responsibilities relating to the compensation and retention of the officers of the Corporation, with the skills and expertise needed to enable the Corporation to achieve its goals and strategies at fair and competitive compensation and appropriate performance incentives. The Committee shall also assist the Board in promoting a working culture at the Corporation that retains employees and motivates them to belong to the organization.

**PROCEDURES, POWERS AND DUTIES**

The Committee shall have the following procedures, powers and duties:

**General**

1. (a) *Composition* – The Committee shall consist of at least three members, all of whom shall be independent directors (for the purposes of National Instrument 58-101 *Disclosure of Corporate Governance Practices*).
- (b) *Professional Assistance* – The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Corporation’s expense, including sole authority to retain and terminate any executive compensation consulting firm and to approve any such firm’s fees and other retention terms.
- (c) *Reporting to the Board* – Following each Committee meeting, the chair of the Committee will report to the Board, on behalf of the Committee, on matters considered by the Committee and the Committee’s activities and compliance with this Charter.
- (d) *Procedure* – The Committee meetings shall be conducted as follows: (i) questions arising at any meeting shall be decided by a majority of the votes cast; (ii) decisions may be taken by written consent signed by all members of the Committee; (iii) meetings may be called by any member of the Committee upon not less than 48 hours’ notice, unless such notice requirement is waived by the Committee members; and (iv) if any member is disqualified from voting on or participating in a decision, any other independent and disinterested director of the Board who is not already a member of the Committee may be designated by the Board to act as an alternate.

### **Appointment and Replacement of Committee Members**

2. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be an independent director. The Board shall fill any vacancy if the membership of the Committee is less than three independent directors. Whenever there is a vacancy on the Committee, the remaining members may exercise its powers as long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be appointed by the Board annually and each member of the Committee shall remain on the Committee until his or her successor shall be duly appointed and qualified or his or her earlier resignation or removal.

### **Committee Chair**

3. Unless a chair of the Committee is designated by the full Board, the members of the Committee may designate a chair of the Committee by majority vote of the full Committee. The chair of the Committee shall be responsible for leadership of the Committee and reporting to the Board. If the chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present shall be chosen by the Committee to preside at the meeting. The Committee will report through chair of the Committee to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

### **Conflicts of Interest**

4. If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, that member shall be responsible for alerting the chair of the Committee. If the chair of the Committee faces a potential or actual conflict of interest, the chair of the Committee shall advise the Chair. If the chair of the Committee, or the Chair, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member's interest and shall not be present for or participate in any discussion or other consideration of the matter and shall not vote on the matter.

## RESPONSIBILITIES OF THE COMMITTEE

### Compensation of Senior Officers

5. Subject to applicable law and the by-laws of the Corporation, the Committee is responsible for overseeing all human resources and compensation policies and practices of the Corporation and for approving all payments made pursuant to such policies and practices.
6. The Committee shall annually:
  - (a) review and revise the position description of the Chief Responsible Officer and recommend annual performance goals and criteria for the Chief Responsible Officer, evaluate the performance of the Chief Responsible Officer against such position description and applicable performance goals and criteria;
  - (b) review the Chief Responsible Officer's evaluation of the performance of the other officers of the Corporation appointed by the Board and such other employees and consultants of the Corporation as may be identified to the Committee by the Board (collectively, the "**Designated Persons**") and review the Chief Responsible Officer's recommendations with respect to the amount of compensation to be provided to the Designated Persons;
  - (c) review, assess the competitiveness and appropriateness of, and approve the compensation package of, the Chief Responsible Officer and each of the Designated Persons. In conducting such review, the Committee shall consider:
    - (i) the compensation packages of the Chief Responsible Officer and the Designated Persons for the prior year;
    - (ii) the Committee's evaluation of the performance of the Chief Responsible Officer and the Chief Responsible Officer's evaluation of the performance of the respective Designated Persons;
    - (iii) the Corporation's performance and relative shareholder returns;
    - (iv) whether the compensation package reflects an appropriate balance between short and long-term incentives to improve performance of the Corporation;
    - (v) the competitiveness of the compensation package, including the value of similar incentive awards paid to equivalent officers and positions at comparable companies and trusts; and
    - (vi) the awards given to the Chief Responsible Officer and Designated Persons in previous years.

7. The Committee shall review and approve any employment contracts or arrangements with the Chief Responsible Officer and each of the Designated Persons, including any retiring allowance arrangements, severance payments or any similar arrangements to take effect in the event of a termination of employment and any change of control agreements.

### **Compensation Policies**

8. The Committee shall review and make recommendations to the Board with respect to compensation policies and processes and any incentive compensation and equity compensation plans of the Corporation or changes to such plans and in particular, the compensation policies, processes and plans respecting the Chief Responsible Officer and the Designated Persons.
9. The Committee shall review and discuss, at least annually, the implications of the risks associated with the Corporation's compensation policies and practices and whether any compensation policies and practices could encourage unnecessary, inappropriate or excessive risk-taking by management.
10. The Committee shall administer the Corporation's equity incentive plans in accordance with the terms of such plans and any other applicable agreements entered into by the Corporation that provide for the issuance of shares pursuant to such plans.
11. The Committee shall make recommendations respecting grants of equity incentive awards to officers and such other employees and consultants of the Corporation, including recommendations related to who should receive grants of equity incentive awards and the terms of such grants, the overall level of outstanding equity incentives and changes to the Corporation's equity incentive plans. In making such recommendations, the Committee shall consider the achievement of any applicable environmental, social and/or governance related goals.

### **Reporting Requirements**

12. The Committee shall review the disclosure on executive compensation included in the management information circular prepared in connection with the Corporation's annual meeting of shareholders.

### **Succession Planning and Talent Development**

13. The Committee shall periodically review with the Chair and the Chief Responsible Officer the succession plans relating to the position of the Chief Responsible Officer and other senior positions to ensure that qualified personnel, reflecting a diverse population, will be available for succession to senior management positions, and make recommendations to the Board with respect to the selection of individuals to occupy these positions. The Committee shall review plans in respect of an unexpected incapacitation of the Chief Responsible Officer.

14. The Committee shall review talent strategy and plans, including career development and training plans for high potential employees, and workforce plans, goals and objectives.

#### **Culture Practices**

15. The Committee shall periodically review with the Chief Responsible Officer the Corporation's practices, both formal and informal, that promote the culture of the Corporation and encourage a working culture that motivates employees to belong to the organization, perform at the highest level and to want to continue with the organization for reasons beyond compensation.

#### **Other Initiatives**

16. The Committee may undertake on behalf of the Board such other compensation, organization design or culture initiatives as may be necessary or desirable to contribute to the success of the Corporation.

### **ORGANIZATION DESIGN AND CULTURE COMMITTEE CHARTER**

#### **Organization Design and Culture Committee Charter**

17. The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated with reference to this Charter annually.
18. The Committee shall ensure that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements.