

## Schedule D — Mandate of the Human Resources and Compensation Committee

### Overall Purpose / Objective

The Human Resources and Compensation Committee (the “HRC Committee”) is appointed by the Board of Directors (the “Board”) of Parkland Corporation (the “Corporation”) to assist the Board in carrying out its responsibility for the stewardship of the Corporation as well as in meeting its disclosure and continued listing requirements with respect to executive compensation. The HRC Committee will examine the appointment of senior managers of the Corporation as well as their overall compensation and make appropriate recommendations to the Board; it will also lead in the development and review of a management succession plan.

In performing its duties, the HRC Committee will maintain effective working relationships with the Board, management, and other committees of the Board. To perform his or her role effectively, each HRC Committee member (“Member”) will need to develop and maintain his or her skills and knowledge, including an understanding of the HRC Committee’s responsibilities and the Corporation’s business operations and risks.

### Authority

The Board authorizes the HRC Committee, within the scope of its responsibilities, to:

- a) Perform activities within the scope of this mandate;
- b) Ensure the attendance of the Corporation’s officers at meetings, as appropriate;
- c) Request and gain access to members of management, employees and relevant information;
- d) Select, retain and terminate a compensation consultant to assist in the evaluation of the Chief Executive Officer or members of senior leadership team compensation and to approve any compensation payable by the Corporation to such consultant, including the fees, terms and other conditions for the performance of such services
- e) Obtain such advice and assistance from outside accounting, legal or other advisors as the HRC Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder;
- f) Pay to any compensation consultant or outside accounting, legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the HRC Committee; and
- g) Establish procedures for dealing with the various aspects of this mandate.

### Organization

#### Membership

- a) The Board will nominate the Members and the chair of the Committee (“HRC Committee Chair”) who will be an independent director within the meaning of National Instrument 52-110 – Audit Committees (“NI 52-110”). In the absence of the HRC Committee Chair, a Member can act in the capacity of the HRC Committee Chair provided the quorum is maintained.
- b) The HRC Committee shall consist of not less than three nor more than five Members. All Members shall be independent (within the meaning of NI 52-110), non-executive directors of the Corporation. Replacements are appointed by the Board in case of resignation or vacancy.
- c) A quorum of any meeting will be two Members by telephone or in person.
- d) Each Member should have skills and experience commensurate with the discharge of such duties and responsibilities.
- e) Members will be appointed for a one-year term of office. However the Board may, by resolution, from time to time, remove any Member, with or without cause, or add to or otherwise change the membership of the HRC Committee. A Member shall cease to be a member of the HRC Committee upon ceasing to be a director of the Corporation.
- f) If and whenever a vacancy shall exist on the HRC Committee, the remaining Members may exercise all its powers so long as a quorum remains.
- g) The HRC Committee shall appoint a secretary who need not be a director of the Corporation. In lieu of the appointment of a secretary, the corporate secretary of the Corporation shall act as the secretary of the HRC Committee.

#### Meetings

- a) Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by other electronic means to each Member at least 48 hours prior to the time fixed for such meeting. A Member may in any manner waive notice of the meeting. Attendance of a Member at a meeting shall constitute waiver of notice.

- b) Meetings shall be held not less than twice a year at the call of the HRC Committee Chair. Teleconferences, although not the preferred meeting method, are acceptable.
- c) Special meetings may be called by the secretary of the HRC Committee on the direction of (i) the Chief Executive Officer and one Member; or (ii) any two Members.
- d) The secretary shall circulate the agenda and supporting documentation to the Members a reasonable period in advance of each meeting.
- e) The HRC Committee may invite the Chief Executive Officer, the chair of the Board (the “Board Chair”), the Senior Vice President, People & Culture, Senior Vice President, General Counsel and Corporate Secretary and, as necessary any other person, except during an in camera period where only the Members are entitled to attend. The HRC Committee Chair shall have the right to determine who shall and who shall not be present at any time during a meeting of the HRC Committee.
- f) The secretary of the HRC Committee shall circulate the minutes to members of the Board after approval of such minutes by the HRC Committee Chair.
- g) As a minimum, the HRC Committee Chair (or another Member) shall attend the Board meeting at which a HRC Committee report is tabled.

## Roles and Responsibilities

### The HRC Committee will:

- a) Review the Human Resources policies and the organization of the Corporation, including employment, human capital management, compensation, culture, training and development;
- b) Review and consider the implications of the risks associated with the Corporation’s compensation policies and practices, specifically, situations that could potentially encourage an executive to expose the Corporation to inappropriate or excessive risks;
- c) Working with the Board Chair, review and approve corporate goals and objectives relevant to the compensation of the Corporation’s President and Chief Executive Officer, evaluate the performance of the President and Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and set the President and Chief Executive Officer’s compensation level based on this evaluation;
- d) Working with the Board Chair and Chief Executive Officer, oversee the engagement and termination, and the promotion and compensation of Senior Management reporting directly to the Chief Executive Officer and appointment of all officers of the Corporation, except for the Chief Executive Officer for whom the Committee shall make recommendations to the Board of Directors for its approval;
- e) Working with the Board Chair, review, once a year or as needed, the succession planning process and succession planning for the Chief Executive Officer;
- f) Oversee the Corporation’s regulatory compliance with respect to compensation matters;
- g) Oversee, if and to the extent required by applicable rules and regulations of any securities regulator or stock exchange, a report regarding executive compensation for inclusion in the Corporation’s annual proxy circular or other public disclosure documents before the Corporation publicly discloses this information;
- h) Review and recommend to the Board the granting of options under any stock option plan of the Corporation, restricted share units or performance share units under any restricted share unit plan of the Corporation, or other securities-based compensation under and long-term incentive plan of the Corporation;
- i) Annually review, with the Chief Executive Officer and Board Chair, the position descriptions for the Chief Executive Officer and Senior Management reporting directly to the Chief Executive Officer and recommend any changes to the Board for consideration; and
- j) Review and recommend to the Board for consideration any significant changes to the overall compensation program and the Corporation’s objectives related to executive compensation.

### Reporting Responsibilities

- a) At each regular meeting of the Board, update the Board about HRC Committee activities and make appropriate recommendations; and
- b) Ensure the Board is aware of matters that may significantly impact the Corporation.

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**Other**

- a) Exercise such other powers and perform such other duties and responsibilities as are incident to the purposes, duties and responsibilities of the HRC Committee specified herein or as may from time to time be delegated by the Board;
- b) Generally, discuss recommendations with the Chief Executive Officer before making such recommendations to the Board;
- c) Review the HRC Committee mandate at least annually or, where circumstances warrant, at such shorter intervals as is necessary, and discuss any required changes with the Board; and
- d) Ensure that the mandate is approved or re-approved by the Board.