



HUMAN RESOURCES & GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The purpose of the Human Resources & Governance Committee (the “Committee”) is to assist the board of directors (the “Board”) of Bird Construction Inc. (the “Company”) in fulfilling its obligations relating to:

- a) Human resources, including compensation and the establishment of a plan of continuity and development of senior management and directors of the Company (“Directors”); and
- b) Governance matters.

2. OPERATIONS AND PROCEDURES

This section establishes the framework of operations and procedures of the Committee, provided that, subject to the powers and duties of the Board, the Committee shall have all the powers available at law and necessary for it to carry out its mandate, responsibilities and obligations as set out herein.

2.1 Composition of the Committee

The Committee shall be composed entirely of Directors who are not employees of the Company or of any its subsidiaries or affiliates and who have not served as CEO of the Company within the past five years or as an executive of the Company within the past three years.

2.2 Duties and Responsibilities of the Committee Chair

The chair of the Committee (the “Chair”) is responsible for:

- a) Convening Committee meetings and designating the times and places of those meetings.
- b) Ensuring Committee meetings are duly convened and that a quorum is present when required for matters to be voted upon.
- c) Working with the Corporate Secretary and Chief Executive Officer (the “CEO”), as required, on the development of agendas and related materials for Committee meetings.
- d) Ensuring Committee meetings are conducted in an efficient and effective manner.
- e) Ensuring the Committee has sufficient information to permit it to properly make decisions when required.
- f) Providing leadership to the Committee and leading the Committee in reviewing and monitoring its responsibilities.
- g) Reporting to the Board on the recommendations and decisions of the Committee.

2.3 Delegation of Authority

In its discretion, the Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, provided that any such subcommittee shall be governed by the terms of reference upon such delegation.

2.4 Meetings

The following rules shall govern the constitution of and procedures in relation to the Committee's meetings:

- a) The Committee shall meet at the request of its Chair, at least four times per year and as many additional times as the Committee deems necessary.
- b) Notices of meetings shall be sent to all Committee members, to the chair of the Board, to all other Directors and to the CEO of the Company.
- c) A majority of members of the Committee, whether present in person, by teleconference or by videoconference shall constitute a quorum. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
- d) In the absence of the Chair, the members may choose another Committee member to be chair of the meeting.
- e) The Corporate Secretary of the Company, or such other person as may be appointed by the Chair, will act as secretary of the Committee and keep minutes of Committee meetings.
- f) The minutes of the Committee will be in writing and, upon approval by the Committee, will be duly entered into the books of the Company and circulated or otherwise made available to all members of the Board.
- g) The Committee may invite other members of the Board, members of management or others, including advisors and consultants, to attend meetings, as guests, at the discretion of the Committee.

2.5 Resignation, Removal and Vacancy

A member may resign from the Committee or may be removed at any time by and at the discretion of the Board. A member will automatically cease to be a member of the Committee as soon as the member ceases to be a Director.

The Board will fill vacancies on the Committee by appointment from amongst the Directors of the Board in accordance with this Charter.

Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will be authorized to exercise all the Committee's powers.

2.6 Experts, Professionals, Advisors and Resources

The Committee may retain or appoint, at the Company's expense, such professionals, experts and advisors, and otherwise obtain and deploy such resources, as it deems necessary to carry out its duties and responsibilities as set out in this Charter, and, if so retained, shall set and pay the compensation of duly appointed professionals, experts and advisors. The Committee shall provide notice to the Board of its actions in this regard.

3. HUMAN RESOURCES

Subject to the powers and duties of the Board, this section sets out the Committee's responsibilities regarding human resources.

3.1 Compensation and Related Matters

The Committee has the following responsibilities regarding compensation and related matters:

- a) Review and recommend the compensation philosophy, guidelines and general plans for the Company's employees, executives and Directors.
- b) Review, on an annual basis, the proposed base salary schedule for employees and executives of the Company (not including the CEO) in consultation with the CEO and recommend to the Board an overall level of funding.
- c) Regularly review and approve the incentive and profit sharing plans for employees and executives of the Company (not including the CEO), including:
 - i. Establishment of incentive and profit sharing plans;
 - ii. Designation of the employees and executives who will participate in such plans;
 - iii. Levels of individual participation;
 - iv. Determination of performance measures and specific allocations; and
 - v. The CEO's proposed distribution to individual participants.
- d) Review and monitor the effectiveness of the incentive and profit sharing plans.
- e) Review and monitor the effectiveness of any stock option plan, if applicable.
- f) Review, on an annual basis, the share ownership policy and guidelines, and monitor the participants' compliance.
- g) Review and recommend to the Board other forms of short- and long-term compensation or incentive programs for employees and executives of the Company.
- h) Review and recommend to the Board for approval all material changes to human resources policies of the Company and consider trends affecting such policies.

3.2 Chief Executive Officer

With respect to the CEO, the Committee shall:

- a) Review on an annual basis the performance and compensation of the CEO.
- b) Review periodically the Position Description of the CEO to ensure it is up to date and represents the current needs of the Company.
- c) Review periodically the corporate goals and objectives for which the CEO is responsible and that are relevant to his or her compensation.
- d) Establish appropriate objectives and determine the basis for payment of the CEO's annual incentive and profit sharing.
- e) Ensure that a succession plan for the CEO is in place.
- f) In the event of an impending vacancy in the position of the CEO, lead the selection process, and make recommendations to the Board as to proposed candidates.
- g) Review with the CEO any significant outside board commitments he or she is considering before the commitment is made, including any commitment to act as a director or trustee of any for-profit or not-for-profit organization.

3.3 Executive Team

With respect to members of the executive team of the Company, the Committee shall:

- a) In consultation with the CEO, review their appointments and approve their compensation, including base salaries, benefits, profit sharing or other compensation plans. Benefit plans may include car allowances, life insurance, health plans and other benefits as approved by the Committee.
- b) Ensure that a succession plan for key officers is in place, and review with the CEO existing management resources and plans, including recruitment and training programs, to ensure that qualified personnel will be available for succession to executive positions in the Company and key officer positions.
- c) Review and recommend to the Board for approval any major changes in the management organizational structure of the Company as may be proposed by the CEO.
- d) Review and approve any material severance or similar termination payments proposed to be made to any executive officer of the Company.
- e) In consultation with the CEO, monitor participation levels and performance related to any incentive, profit sharing or other compensation plan, including:
 - i. Establishing incentive and profit sharing plans;
 - ii. Reviewing and approving the participants;
 - iii. Determining participation levels;
 - iv. Determining performance measures; and
 - v. Approving incentive and profit sharing awards and payouts to the participants.

4. GOVERNANCE

Subject to the powers and duties of the Board, this section sets out the Committee's responsibilities regarding corporate governance.

4.1 Appointment and Evaluation of Directors

With respect to the appointment and evaluation of Directors, the Committee shall:

- a) Identify and recommend nominees for election and re-election to the Board. To facilitate this responsibility, the Committee will:
 - i. Develop and recommend to the Board a statement of the competencies and personal attributes currently needed on the board, to be used as a guideline for recruitment and election of Board members;
 - ii. Conduct an evaluation of the competencies and personal attributes of existing and potential Directors;
 - iii. Conduct a "gap analysis" to identify succession planning and recruitment needs;
 - iv. Develop and regularly update a list of potential board members regardless of whether a current vacancy exists;
 - v. Oversee a process for vetting the fitness, including competencies and personal attributes, of prospective nominees; and
 - vi. Develop and oversee a plan for enhancing Board diversity.
- b) Bi-annually prepare a questionnaire to be completed by each Director to evaluate the effectiveness of each Director, the Board as a whole and each committee of the Board.
- c) Evaluate the performance of individual Directors eligible for re-election.
- d) Evaluate the performance of the chair of the Board and the chair of the committees of the Board.
- e) Determine the appropriate number of Directors, given the size and complexity of the underlying business of the Company, good governance and any major changes anticipated, including, for example, as a result of acquisitions, overall growth and diversification of the business and changes in the capital structure of the Company.
- f) Conduct a succession planning process regarding the Board and Committee chair positions.

4.2 Orientation and Continuing Education of Directors

With respect to the orientation and continuing education of Directors, the Committee shall:

- a) Provide appropriate orientation to new Directors regarding the role of the Board and its Committees as well as an overview of the Company, its business and the corporate strategy.
- b) Provide an effective framework for continuing education of Directors regarding corporate governance, business issues, regulatory issues and personal development.

- c) Coordinate the assistance of management regarding plans for Director education involving Company resources and personnel.

4.3 Director Compensation

With respect to Director compensation, the Committee shall:

- a) Regularly review the form and level of compensation for Directors, committee members, committee chairs and the chair of the Board.
- b) Recommend a comparator group for and oversee such reviews.
- c) Recommend changes in Director compensation to the Board, as appropriate and justified upon such reviews.

4.4 Policies and Procedures

The Committee shall develop and maintain appropriate policies and procedures, including:

- a) Recommend to the Board, policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
 - i. Evaluation of the Board, the Committees and their chairpersons;
 - ii. Nomination, election and re-election of Board members; and
 - iii. Succession planning for the Chair and chair of the Board.
- b) Review and recommend a position description detailing responsibilities of and expectations for Board members and the Board chairperson.
- c) Review the corporate bylaws annually and recommend any needed changes to the Board.
- d) Annually review Committee terms of reference and make recommendations to the Board.
- e) As required, monitor and advise the Board on developments and emerging best practices in governance, including Board liability and risk management, conducting specialized reviews on governance issues, and reporting to the Board on same.
- f) Review and recommend to the Board for approval the annual Management Information Circular and any other compensation-related or other HRS&G reports prior to their publication in public disclosure documents.

5. ANNUAL REVIEW AND ASSESSMENT

- a) Conduct an evaluation of the Committee's performance and assess the adequacy of the Committee Charter, at least annually, and recommend to the Board such amendments to the Charter as the Committee deems necessary.
- b) Confirm annually that all responsibilities outlined in the Committee Charter have been carried out.