



BOARD DIVERSITY POLICY

of Chorus Aviation Inc. (the "Corporation")

Purpose

This Board Diversity Policy (this "**Policy**") sets out our approach to diversity with respect to the Board of Directors of the Corporation (the "**Board**") and executive management positions. It memorializes the Corporation's commitment to diversity and reflects our belief that a diverse Board and executive management team improves corporate governance and business performance.

This Policy is part of an overall corporate focus on diversity which includes numerous policies and programs aimed at promoting diversity and inclusion within the Corporation and its subsidiaries (collectively, "**Chorus**").

Diversity on the Board of Directors

The Corporation seeks to maintain a Board consisting of talented and dedicated directors whose skills, backgrounds and personal characteristics reflect the diverse nature of the environment in which Chorus operates.

The Governance and Nominating Committee of the Board (the "**Governance Committee**") reviews and assesses the Board's composition and recommends the appointment of new directors. Pertaining to Board diversity, the Governance Committee will:

- Annually review the Board's diversity by reference to the following groups, as defined in the *Employment Equity Act* (Canada): women, Indigenous peoples, persons with disabilities and members of visible minorities (collectively, "**Designated Groups**");
- Leverage the relationships and business networks of the Board's existing members to identify potential new directors from Designated Groups, and use objective, merit-based and unbiased criteria to evaluate candidates for nomination as directors;
- Direct any search firm engaged to assist the Governance Committee in identifying candidates for appointment to the Board to include candidates from Designated Groups;
- Consider the impact of the Board's diversity when assessing the effectiveness of the Board and its committees; and
- Ensure that by 2022 women represent at least thirty percent (30%) of the directors on the Board.

Diversity in Executive Management

Chorus is committed to equality of opportunity and is taking concrete steps to promote a diverse and inclusive environment for all employees. Of particular focus is the representation of members of the Designated Groups in leadership positions within Chorus.

The Human Resources and Compensation Committee of the Board (the “**HRCC**”) annually reviews the succession plans for executive management of the Corporation and its subsidiaries to ensure that successors have been identified and that their career development is appropriate in the context of the challenges facing the organization. As part of this review, the HRCC monitors the Corporation’s efforts to identify and develop members of the Designated Groups for inclusion in its talent roster for executive officer positions. The HRCC encourages the Corporation to actively seek out members of Designated Groups, having the necessary skills, knowledge and experience, to evaluate as potential candidates in order to further the Corporation’s goals of achieving diversity among its executive officers, aligned with a merit-based system.

Chorus desires to be a leader in workplace diversity and inclusion and, to that end, has implemented an inclusion and diversity strategy (the “**Strategy**”). The Strategy provides for the creation of the Chorus Inclusion Council (the “**Council**”) and employee resource groups (the “**ERGs**”). The ERGs are employee-led committees within Chorus that represent under-represented groups within the workforce and include the: Indigenous Employee Group, LGBT+ Network, Abilities Group, Jazz Diversity Council, Voyageur Diversity Council and Chorus for Women. Progress against the Strategy is periodically reported to the President and Chief Executive Officer.

Due to the historic under-representation of certain of the Designated Groups in technical roles in the aviation industry, a numerical target for the representation of Designated Groups in executive officer positions may be ineffective. For this reason, the Board has determined that Chorus should employ a methodical approach to developing candidates from the Designated Groups who can accede to executive officer positions. This approach includes:

- Focusing on gender equity in leadership through Chorus for Women, an advisory group comprising senior female leaders from across Chorus’ businesses who work to identify and implement initiatives aimed at promoting, attracting, retaining and developing women at Chorus;
- Directing any search firm engaged to assist Chorus in identifying candidates for employment to include at least one candidate from Designated Groups;
- Embedding diversity considerations in the hiring and promotions process, including by ensuring that hiring managers throughout Chorus include at least one candidate from Designated Groups (for every position to be filled at the management level or above), or explain why it was not possible to do so; and
- Ensuring that mentorship and development programs support leadership development of Designated Groups through a focus on diversity in participation.

Monitoring and Reporting

The Governance Committee is responsible for monitoring compliance with this Policy. The Governance Committee will take note of diversity on the Board and in executive officer positions throughout Chorus and report annually, in the corporate governance section of the Corporation’s Management Proxy Circular, a summary of this Policy and the Corporation’s progress in achieving its objectives.

Policy Review

The Governance Committee will review this Policy annually, assess its effectiveness in promoting diversity, and recommend to the Board for approval any revisions that may be necessary or desirable.

Approved: November 13, 2019