



AMCOMRI ENTERTAINMENT INC.

DIVERSITY POLICY

Amcomri Entertainment Inc. (the “**Corporation**”) recognizes and embraces the benefits of having a diverse board of directors (“**Board**”). A diverse Board will include and make good use of differences in the skills, regional and industry experience, professional expertise, personal skills, background, race, gender, status, age, education, nationality, culture, language, geographic background and other distinctions between directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

The Compensation, Nominating and Corporate Governance Committee (the “**Committee**”) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. The Committee also oversees the conduct of the annual review of Board effectiveness. In particular:

- The Committee considers candidates that are highly qualified based on their experience, education, expertise, personal qualities, and general and sector specific knowledge.
- In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
- In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board, including specific consideration of diversity criteria including gender, status, age, nationality, culture, language, ethnicity and geographic background, with a particular focus on potential candidates who are women, visible minorities, Aboriginal people and persons with disabilities.
- As part of the annual performance evaluation of the effectiveness of the Board, Board committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge on the Board and the diversity of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

The Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that women with the right skills and experience can play in contributing to diversity of perspective in the boardroom. Selection of female candidates to

join the Board will be, in part, dependent on the pool of female candidates with the necessary skills, knowledge and experience. The ultimate decision will be based on merit and the contribution the chosen candidate will bring to the Board.

In order to promote the specific objective of gender diversity, the Diversity Policy requires that the selection process for Board appointments must involve the following steps:

- a short-list identifying potential candidates for the appointment must be compiled; and
- if, at the end of the selection process, a female candidate is not selected, the Board must be satisfied that there are objective reasons to support its determination.

The Committee will discuss and approve annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of Board diversity and measure progress accordingly.

The Diversity Policy also covers senior executive appointments and requires the Chief Executive Officer of the Corporation to have reference to the policy in selecting and assessing candidates and in presenting recommendations to the Board regarding appointments to the senior executive team. The Diversity Policy requires the Board to also consider whether potential candidates have diverse backgrounds (with a particular focus on potential candidates who are women, visible minorities, Aboriginal people and persons with disabilities), and the objectives of the policy when considering those recommendations.

In order to facilitate greater gender diversity in management and leadership roles, the Diversity Policy requires the Corporation to:

- implement policies which address impediments to gender diversity in the workplace and review their availability and utilization;
- regularly review the proportion of women at all levels of the Corporation;
- monitor effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented women with leadership potential; and
- continue to identify new ways to entrench diversity as a cultural priority across the organization.

The Committee will discuss and approve annually all measurable objectives for achieving diversity on the senior executive team and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of senior executive diversity and measure progress accordingly.

Effective Date: