

**PERFORMANCE SPORTS GROUP LTD.  
COMPENSATION COMMITTEE CHARTER**

This charter (this “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Performance Sports Group Ltd. (the “**Corporation**”).

**1.0 Purpose**

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the establishment and administration of key human resources and compensation policies, including all incentive and equity based compensation plans;
- the performance evaluation of the Chief Executive Officer and the Chief Financial Officer;
- the determination of the compensation and long-term goals and objectives for the Chief Executive Officer, the Chief Financial Officer and other executive officers of the Corporation;
- succession planning, including the appointment, training and evaluation of executive officers; and
- the compensation of each director.

**2.0 Composition and Membership**

- (a) The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Corporation or until their successors are appointed. The Board may add or remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors, each of whom shall satisfy the applicable independence requirements of the Corporation’s corporate governance guidelines, the Toronto Stock Exchange, the New York Stock Exchange and any other applicable regulatory authority (collectively, the “**Applicable Regulatory Requirements**”).
- (c) All Committee Members will have a working familiarity with executive compensation and human resources matters.
- (d) At least two Members shall qualify as (i) outside directors for purposes of Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, including Treasury Regulations Section

1.162-27, and (ii) non-employee directors for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder.

- (e) The Board will appoint one of the Members to act as the chair of the Committee (the “Chair”).
- (f) The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof from time to time as it sees fit, provided that such subcommittees are composed entirely of directors who satisfy the applicable independence standards of the Applicable Regulatory Requirements.

### 3.0 Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two times per year. Twenty-four hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) The Chair, if present, will act as the chairman of meetings of the Committee. If the Chair is not present at a meeting of the Committee, the Members in attendance may select one of their Members to act as chairman of the meeting.
- (c) The Committee will appoint any person in attendance at the meeting, who may, but need not, be a Member to act as the secretary of that meeting, and such person will maintain minutes of the meeting and deliberations of the Committee. The secretary of the meeting will circulate the minutes of each meeting of the Committee to the members of the Board.
- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (e) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee may, in its discretion, meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (f) In advance of every regular meeting of the Committee, the Chair will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the

Corporation to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### **4.0 Duties and Responsibilities**

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

(a) Performance Objectives and Evaluation of Performance

On an annual basis, review the corporate goals and performance objectives relevant to compensation for the Chief Executive Officer, Chief Financial Officer and other executive officers and evaluate such officers' performance in light of those goals and objectives.

(b) Executive Officer Compensation

On an annual basis, determine and approve Chief Executive Officer, Chief Financial Officer and other executive officer compensation based on the evaluation described in Section 4(a) above.

(c) Compensation Policies

(i) Review the Corporation's compensation policies, philosophies and programs to ensure that compensation for the directors and executive officers:

- (A) properly reflects their respective duties and responsibilities;
- (B) is competitive in attracting, retaining and motivating people of the highest quality;
- (C) aligns the interests of the directors and executive officers and the Corporation as a whole;
- (D) is based on established corporate and individual performance objectives; and support the Corporation's overall business strategy; and
- (E) Review and discuss, at least annually, the material risks associated with the executive compensation structure, policies and programs to determine whether such structure, policies and programs encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate any such risk.

(ii) Develop, and review as needed, the Corporation's policies concerning perquisites and any other special payments or benefits (including change-of-control, severance, contractual retirement arrangements, and signing bonuses).

- (d) Succession Planning

Review from time to time, as the Committee determines to be necessary, the Corporation's succession plan for the Chief Executive Officer, the Chief Financial Officer and other executive officers, including appointment, training and evaluation.
- (e) Directors' Compensation

Review from time to time, as the Committee determines to be necessary, directors' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration.
- (f) Incentive and Equity Based Compensation Plans
  - (i) Review and make recommendations to the Board with respect to the Corporation's incentive and equity based compensation plans. With respect to each such plan, the Committee shall have general oversight responsibilities as to how the plan is administered.
  - (ii) Approve certain grants of options as delegated to the Committee by the Board from time to time.
- (g) Agreements with Executive Officers
  - (i) Review and approve any employment or compensatory agreement with an executive officer of the Corporation.
  - (ii) Review and approve executive officer and director indemnification and insurance matters.
- (h) Compensation Disclosure

Review all annual executive compensation disclosure and discuss with management as needed before it is publicly released.
- (i) Public Reports
  - (i) Prepare, in conjunction with management, any report required by Applicable Regulatory Requirements, including the report required by the U.S. Securities and Exchange Commission (the "SEC") to be included in the Corporation's annual proxy statement, and recommend to the Board the inclusion of such reports in the Corporation's proxy statement.
  - (ii) Review and recommend to the Board for approval the frequency with which the Corporation will conduct Say-on-Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and recommend to the Board for approval the proposals

regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Corporation's annual proxy statement filed with the SEC.

(j) Investigations

Direct and supervise the investigation into any matter brought to the Committee's attention within the scope of the Committee's duties.

(k) Other Duties

Perform such other duties as may be assigned to it by the Board from time to time or as may be required by Applicable Regulatory Requirements.

## 5.0 Reporting

At the request of the chair of the Board, the Chair will report to the Board at Board meetings on the Committee's activities since the last Committee report to the Board.

## 6.0 Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding the Corporation that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain or terminate, at its sole discretion and at the Corporation's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts (collectively, the "**Advisors**"), to approve any such Advisor's fees and other retention terms. The Committee shall be directly responsible for overseeing the work of such Advisor. Before retaining an Advisor (other than in-house legal counsel and any Advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Corporation (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such Advisor, including any independence factors that it is required to consider under Applicable Regulatory Requirements.

## 7.0 Review of Charter and the Committee

The Committee will review and assess annually the adequacy of this Charter and the Committee's performance and recommend any proposed changes to the Board for consideration.

Approved by the Board of Directors  
Performance Sports Group Ltd.  
June 1, 2015