

**PERFORMANCE SPORTS GROUP LTD.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

This charter (this “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Corporate Governance and Nominating 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:

- identifying individuals qualified to be nominated as members of the Board;
- recommending to the Board, qualifications for directors including, among other things, the competencies, skills, business and financial experience, leadership roles and level of commitment required to fulfill Board responsibilities;
- the structure and composition of Board committees;
- evaluating the performance and effectiveness of the Board and the contribution of the individual members of the Board; and
- developing and recommending to the Board for approval corporate governance guidelines applicable to the Corporation.

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 corporate governance practices.
- (d) The Board will appoint one of the Members to act as the chair of the Committee (the “**Chair**”) (or if it fails to do so, the Members of the Committee shall appoint the Chair of the Committee from among its Members).

- (e) 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 chair 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 chair 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) Corporate Governance Policies

- (i) From time to time, as the Committee determines to be necessary: (1) review the Corporation's Corporate Governance Guidelines; (2) review position descriptions for the chair of the Board and Chief Executive Officer; (3) review charters for the Committee, the Audit Committee and the Compensation Committee; (4) review principal corporate policies including the Code of Business Conduct and Ethics, the Related Person Transactions Policy, the Corporate Disclosure Policy, the Anti-Corruption Policy, and the Insider Trading Policy; and (5) in the Committee's discretion, recommend any changes to the foregoing to the Board for consideration.
- (ii) Review and discuss as appropriate with management the Corporation's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be included in the Corporation's annual proxy statement filed with the securities regulators in the United States and Canada or, if applicable, the Corporation's Annual Report on Form 10-K.

(b) Nomination of Directors

- (i) From time to time, as the Committee determines to be necessary (1) review and assess the size, composition and operation of the Board to ensure effective decision making; and (2) review and assess the size, composition and chairs of all of the committees of the Board;
- (ii) Recommend to the Board the necessary and desirable qualifications for directors including, among other things, director independence and the competencies, skills, business and financial experience, leadership roles and level of commitment required to fulfill Board responsibilities;
- (iii) Identify individuals qualified to become members of the Board and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidate and in a manner consistent with the criteria approved by the Board; assist the Board in determining whether individual directors have material relationships with the Corporation that may interfere with their independence, as provided under the Applicable Regulatory Requirements; and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board;
- (iv) Annually review the Board's and its committees' performance and effectiveness;
- (v) Annually review each existing director's performance and effectiveness;

- (vi) Develop and periodically assess the Corporation's policies and procedures with respect to the consideration of director nominees submitted by shareholders of the Corporation and review the qualifications of such nominees pursuant to these policies and procedures.
 - (vii) From time to time, as the Committee determines to be necessary, review policies on mandatory share ownership by directors and make recommendations to the Board for consideration;
 - (viii) Direct and supervise the investigation into any matter brought to its attention within the scope of its duties; and
 - (ix) 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.
- (c) Compliance Programs
- (i) Monitor compliance with the Code of Business Conduct and Ethics (including reviewing any waivers thereof requested by a director or senior executive of the Corporation) and review reports of management concerning compliance with the Code of Business Conduct and Ethics. Coordinate with the Audit Committee on any financial, accounting and auditing compliance matters, as needed. As appropriate, report and make recommendations to the Board as with respect to these matters.
 - (ii) Develop and recommend to the Board for approval policies and procedures for the review, approval or ratification of related person transactions (the "**Related Person Transactions Policy**"). Review the Related Person Transactions Policy at least annually and recommend to the Board for approval any changes to the policy. Oversee the implementation of and compliance with the Related Person Transactions Policy, including reviewing, approving or ratifying related person transactions, as appropriate pursuant to the policy.

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, at its sole discretion and at the Corporation's expense, independent search firms, legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to approve any such firm's fees and other retention terms.

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