

PERFORMANCE SPORTS GROUP LTD. RISK COMMITTEE CHARTER

This charter (this “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Risk 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 Corporation’s risk management framework and compliance functions by:

- identifying and evaluating, in cooperation with management, the major strategic, operational, regulatory and reputational risks inherent in the business of the Corporation;
- reviewing and discussing with management and the internal audit group, the Corporation’s internal control processes with respect to such risks and its risk assessment and risk management policies; and
- providing the Board an overview of the Committee’s oversight activities and recommending specific critical enterprise risks and emerging risks that warrant the Board’s oversight and attention.

The Committee shall not have responsibility for matters that are subject to the jurisdiction of another committee of the Board pursuant to that committee’s charter. However, in order to allow the Committee to fulfill its responsibility to determine which risks should be brought to the Board’s attention, it is expected that all significant risks be communicated to the Committee, through either direct communication or reporting from other Board committees.

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 such Member’s successor is duly appointed or elected, as applicable, and qualified or until such Member’s earlier resignation or removal. 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 one member of the Board who 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..
- (c) The Board will appoint one of the Members to act as the chair of the Committee (the “**Chair**”).

- (d) 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.

3.0 Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine. 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 General Counsel of the Corporation will act as secretary of the meetings of the Committee and, if not present, 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. The secretary will maintain minutes of the meeting and deliberations of the Committee and 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 Corporation's Chief Executive Officer will be invited to meetings of the Committee. The Committee may invite from time to time such other persons, including, but not limited to, management, outside counsel, risk management consultants or other experts, 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 following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional

policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purpose of the Committee outlined above.

- (a) Oversee the development of, and review, assess and discuss, as and when appropriate, with management, the Corporation's policies and processes related to enterprise risk assessment, management, reporting and response, including limits and tolerances, risk roles and responsibilities, risk appetite and profile and risk mitigation decisions;
- (b) Ensure that the Corporation's business strategy and implementation is consistent with its risk policies, appetite and profile and that risk assessment is an integral aspect of the business strategic planning process;
- (c) Review and evaluate management's implementation of the Corporation's risk strategy, including identification, assessment and monitoring of and response to the Corporation's major risks; and
- (d) At the request of the Disclosure Committee, review the Corporation's disclosure of risks and uncertainties, and the identification of risks, assumptions and uncertainties and other cautionary statements, in filings with the U.S. Securities and Exchange Commission and Canadian securities administrators.

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 have the authority to conduct investigations into any matters within its scope of responsibility. 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 will have the authority to retain independent counsel, accounting or other advisors and to obtain advice and assistance from such advisors, as necessary to perform its duties and responsibilities.

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.
August 11, 2015