

PEOPLE, CULTURE AND COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the People, Culture and Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Boyd Group Services Inc. (the "**Company**" or "**BGSI**") is to assist the Board in fulfilling its oversight responsibilities relating to the Company's people strategy and organizational culture, executive succession and compensation of BGSI's senior management, executives and officers and the Board.

Composition

The Committee shall be composed of not less than three independent directors, including the Chair of the Committee.

The members of the Committee shall: (i) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee; and (ii) meet the independence and experience requirements of all applicable corporate, exchange and securities laws, rules, instruments and regulations in Canada and the United States (the "**Regulations**") including but not limited to the Toronto Stock Exchange, New York Stock Exchange and Canadian and U.S. federal and provincial securities rules and regulations.

The members of the Committee shall be appointed by the Board. Once appointed, members shall serve for a one year term unless they resign, and may be reappointed to serve consecutive terms, or may be removed by the Board.

The Board shall normally designate the Chair of the Committee from the Committee members. In the event that a Board designation is not made, the members of the Committee shall elect a Chair by majority vote of the full Committee membership.

In the event that the Chair of the Committee does not attend a meeting of the Committee, the members of the Committee shall elect a temporary Chair for such meeting by majority vote of the members in attendance at the meeting.

Meetings

The Committee shall meet at least four times per year, and may meet as often as it determines necessary in fulfilling its duties. Greater than 50% of Committee membership is required for meeting quorum.

Meetings of the Committee shall normally be attended by the President & CEO of BGSI. Others may also attend meetings as the Committee may request. However, no attendee is entitled to vote at such meetings and is not counted as part of the quorum for the Committee if they are not a member of the Committee.

The Committee shall hold an in-camera session without management present, including

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management directors, at each meeting of the Committee.

The Committee shall have access to any officer or employee of BGSi or BGSi's outside counsel or compensation advisor. The independent advisor will have direct access to the Committee at their own initiative.

The Committee will report to the Board on its activities and deliberations as soon as practicable, and report to the Board at its next regular meeting all such actions which the Committee has taken since the previous report.

The conflict of interest policy set out under the heading "Voting; Conflicts of Interest" in the Corporate Governance Guidelines will apply to matters being considered by the Committee, with any necessary modifications.

Responsibilities

Executive Compensation

- The Committee shall (i) review and approve BGSi's goals and objectives relating to executive management team ("EMT") (including the President & CEO) and director compensation, (ii) evaluate the performance of each member of the EMT (including the President & CEO) in light of those goals and objectives and review, and (iii) review and approve the compensation to be awarded to each person on the EMT, other than the President & CEO, including salary, bonus, incentive and equity compensation, and all other executive benefits, and make recommendations to the Board.
- In making such compensation decisions, other than for the President & CEO, the Committee will evaluate and consider recommendations presented by the President & CEO.
- The Committee shall establish the President & CEO's compensation, including salary, bonus, incentive and equity compensation, and all other executive benefits, and based on the evaluation of the President & CEO's performance, recommend its determinations to the Board for approval.

Compensation Philosophy and Executive Compensation Plans and Programs

- The Committee will develop and recommend to the Board for its approval, BGSi's compensation philosophy and guidelines for the EMT.
- The Committee shall review BGSi's compensation philosophy and guidelines for the EMT and recommend any material changes to the Board for its approval.
- The Committee shall review and adopt or recommend to the Board for adoption any proposed establishment of, and any changes to, short and long term incentive or other compensation (including equity compensation) plans of BGSi.

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- The Committee shall recommend to the Board for its approval and, where appropriate, submission to BGSI's shareholders, share option or other share-based plans of BGSI, or its subsidiaries, and periodically review these plans and recommend to the Board any changes.
- The Committee shall, subject to any authority otherwise reserved or delegated by the Board with respect to any share option or other share-based incentive plans of BGSI, or its subsidiaries: (i) review management's recommendations for and approve the granting of share options or other securities under share-based plans to eligible participants; and (ii) oversee the administration of such plans.
- The Committee shall review and approve the levels and types of executive benefits, including retirement benefits and perquisites, that may be granted to members of the EMT, subject to the terms of any applicable employee retirement and benefit plans.
- The Committee shall review and approve the share ownership guidelines for members of the EMT and Directors and oversee the compliance with those guidelines.

The Committee shall receive periodic reports on BGSI's compensation plans and programs as they affect all employees.

Succession

The Committee shall assist the Board to manage the selection, appointment, monitoring, evaluation and, if necessary, the replacement of the President & CEO and other members of the EMT, to ensure that management succession is, to the extent possible, effected in a manner so as not to be disruptive to BGSI's operations.

Review BGSI's talent development and succession programs, review and discuss succession plans for the EMT (including the President & CEO). This includes a review of BGSI's emergency succession planning in the event of an untimely or unplanned vacancy to replace the President & CEO.

The Committee shall review and recommend to the Board for approval the proposed appointment of any person as a corporate officer of BGSI.

The Committee shall review and recommend to the Board for approval all agreements, including those dealing with retirement, termination of employment, change in control benefits, or other special circumstances, between BGSI and the President & CEO and any other member of the EMT it deems appropriate.

The Committee shall review the key terms and conditions of all agreements, including those dealing with retirement, termination of employment, change in control benefits, or other special circumstances, between BGSI and any member of the EMT and may approve such agreements for each such individual other than the President & CEO.

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Talent and Culture

- Review BGSI's people strategy and organizational culture and assess alignment with its strategy, including:
 - Review the development and implementation of BGSI's people strategy and monitor its effectiveness.
 - Receive periodic reports from management on people programs and practices, including company culture, employee training and development, workforce planning and development, and employee engagement.
- Review the people-related "**Social**" aspects of BGSI's Environmental, Social and Governance ("**ESG**") programs, including community involvement programs and initiatives. Assist with other certain assigned ESG activities as determined by the Board and Nominating, Governance & Sustainability Committee.

Director Compensation

The Committee shall make regular reports to the Board, including a report regarding the Committee's recommendation on the form and amount of compensation payable by BGSI for service as a director.

Risk Management

The Committee shall assist the Board in its oversight role ensuring that the executive compensation plans and programs are aligned with BGSI's risk management objectives, including its risk appetite.

The Committee shall identify, at least annually, the risks, if any, arising from its executive compensation programs and incentive arrangements, consider the implication of identified risks, evaluate whether they encourage unnecessary or excessive risk taking and identify any risks that may reasonably lead to a material adverse effect on BGSI.

Public Reporting

The Committee shall prepare and publish an annual compensation report in BGSI's annual information form and/or management information or proxy circular. It shall prepare or assist in the preparation of, and review, any additional compensation-related disclosure required to be publicly disclosed by BGSI.

Review of Charter

The Committee shall review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval.

Self-Assessment

The Committee shall annually review its own performance.

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Other

The Committee shall undertake any other activities consistent with this Charter, BGSI's by-laws and governing law, that the Committee or the Board deem necessary or appropriate.

The Committee may form and delegate authority to subcommittees as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

No provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability whatsoever.

Approval of Charter

This Committee charter requires approval by the Board.

Future changes to this charter require approval by the Board based on the recommendation of the Committee.

Advisors

The Committee shall be provided with resources commensurate with the duties and responsibilities assigned to it by the Board. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor, after taking into consideration all factors relevant to that person's independence from management, including the factors specified in the applicable Toronto Stock Exchange and New York Stock Exchange listing standards (including but not limited to those factors listed in Section 303A.05 of the New York Stock Exchange's Listed Company Manual). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee, the expense of which shall be borne by BGSI. BGSI shall also provide funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Nothing herein shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor to the Committee; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

The Committee will annually conduct a performance assessment of any such advisors.