

CANADIAN WESTERN BANK
MANDATE OF THE HUMAN RESOURCES COMMITTEE

**Purpose of the Human Resources Committee
(the “Committee”)**

The purpose of the Committee is to assist the Board of Directors (the “Board”) in fulfilling its oversight role with respect to (a) establishing the Bank’s compensation philosophy and satisfying itself that compensation structure and programs are consistent with the Bank’s philosophy, strategy and the prudent management of its operations and the risks to which it is exposed (b) overseeing the hiring, promotion and compensation of the Bank’s executive officers (Executive Vice President and higher); and (c) ensuring that effective succession planning is in place for the Bank and each of its subsidiaries.

Organisation of the Committee

The Committee shall be comprised of not less than five directors, one of whom shall serve as the Chair of the Committee, as determined by the Board. Each Committee member shall satisfy the independence requirements of all applicable regulatory requirements as such qualifications are interpreted by the Board in the exercise of its sound business judgement.

Meetings of the Committee

In order for the Committee to transact business, a majority of the Committee must be present and majority of those present must be resident Canadians. The Committee shall meet on a regular basis and shall schedule a sufficient number of meetings (whether in person or by teleconference) to carry out its mandate. Any member of the Committee may call a meeting. The Chair, or in the Chair’s absence, another member of the Committee, shall preside at each meeting of the Committee.

Reporting to the Board

The Committee shall provide a report after each meeting to the Board with respect to its activities with such recommendations as are deemed desirable in the circumstances.

Outside Advisors

The Committee shall have the authority to retain, at the Bank’s expense, independent advisors and consultants to advise the Committee as it determines necessary to carry out its duties and to fix the remuneration of such advisors and consultants. The Committee may request any officer or employee of the Bank, or the Bank’s external auditors or legal counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Duties and Responsibilities of the Committee

The Committee shall have the following specific duties and responsibilities:

Senior Management

- review and recommend to the Board, the employment and appointment of the executive officers (Executive Vice President and above) of the Bank;
 - review the position descriptions for the executive officers of the Bank and approve changes;
 - establish (a) an executive compensation structure for the CEO; and (b) in conjunction with the CEO of the Bank, an executive compensation structure for all other Named Executive Officers and Executive Vice Presidents of the Bank;
 - ensure an annual performance appraisal is completed for the President and CEO and that it is reviewed with him by the Chairman of the Board;
 - act as the Human Resources Committee for all subsidiaries of the Bank;
 - review and approve any employment-related contract entered into between the Bank, or one of its subsidiaries, and an executive level officer (equivalent to Executive Vice President within the Bank, or higher);
 - review the succession plans for the Bank and its subsidiaries, which will include all critical positions as well as all officers in each of the companies ensuring appropriate programs are in place for leadership development;
 - establish, amend, monitor and, where appropriate, terminate all compensation plans and arrangements for executive officers, officers and employees of the Bank and its subsidiaries, including:
 - Pension and retirement programs;
 - Cash-based incentive compensation plans and other bonus arrangements; and
 - Share incentive plans and other equity-based arrangements;
- ensuring the structure promotes long term sustainable profitable growth and is in keeping with the risk profile set by the Board of Directors;
- award grants of options under any share incentive plan, subject to applicable regulatory and shareholder approval;
 - award grants of restricted share units under the Bank's Restricted Share Unit Plan;

- establish shareholding requirements for the senior management of the Bank and review compliance on an annual basis;
- review and approve the compensation discussion and analysis in the Bank's annual proxy circular and report on its review to the Board;
- review the organizational structure of the Bank at the executive level;
- review the Employment Equity Report annually; and
- review the mandate of the Committee at least annually and recommend changes to the Board.

This mandate was last reviewed and approved by the Board on June 1, 2011.