



**SOUTHERN ENERGY CORP.  
Diversity Policy**

**Effective as and from January 17, 2019 (the “Effective Date”)**

**Definitions**

In this diversity policy (the “**Policy**”), the term “**diversity**” refers to all the criteria that make individuals different from one another. It includes, but is not limited to, criteria such as gender, geographical representation, education, background, regional and industry experience, ethnicity, age, disability and other distinctions. The term “**executive officer**” in this Policy has the meaning attributed to it in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as amended.

**Objectives**

The Corporate Governance and Compensation Committee (the “**Committee**”) of Southern Energy Corp. (“**Corporation**”) recognizes the value of diversity at both the board of directors (the “**Board**”) level and at an executive officer level. The Committee also recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role that women, with appropriate and relevant skills and experience, can play in contributing to the diversity of perspectives on the Board and at the executive officer level. The Committee is of the view that selection of female candidates to join the Board and executive team will be, in part, dependent on the pool of female candidates with the necessary skills, knowledge and experience and that Board member and executive officer nominations should be based on merit and the contribution the nominee will bring to the Board or executive team, as applicable.

The Board is committed to ensuring that gender diversity is actively pursued. To this end, the Corporation aspires to:

- a) continue to ensure that executive officer positions are held by women, as relevant positions become vacant and appropriate skilled candidates are available; and
- b) monitor effectiveness of, and continue to expand on, initiatives designed to identify, support and develop talented women with leadership potential.

**Policy Statement**

The Committee remains committed to basing Board member and executive officer nominations on merit and selecting the best person to fulfill these roles. Within this framework, to support the Corporation’s board diversity and executive officer diversity objectives, the Board, the Committee, the chair of the Committee and the executive team will, as applicable, when identifying and considering the selection of candidates for director and executive officer positions:

- consider the benefits of all aspects of diversity, including, but not limited to, those described above;
- consider the level of representation of women on the Board and in executive officer positions, respectively; and

- in addition to its own searches, if necessary, engage independent external advisors to conduct a search for candidates who meet the Board and the Corporation's expertise, skills and diversity criteria to achieve the Corporation's diversity goals.

**Review of this Policy**

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.