

**CHARTER OF THE
HUMAN RESOURCE AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF TIM HORTONS INC.**

Adopted September 28, 2009
(Most Recently Amended: November 2011)

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, annual evaluation procedures and the resources and authority of the Human Resource and Compensation Committee (the “Committee”) of the Board of Directors of Tim Hortons Inc., a corporation incorporated under the Canada Business Corporations Act (the “Corporation”), pursuant to the Board’s Principles of Governance, its Governance Guidelines (“Governance Guidelines”) and other applicable requirements.

I. PURPOSE

The Committee has been established to: (a) examine the levels and methods of compensation employed by the Corporation with respect to the Executive Chairman, Chief Executive Officer (“CEO”), and all other “executive officers” (*i.e.*, those officers either designated by the Board as “executive officers” from time to time or any officer that reports directly to the CEO); (b) make recommendations to the Board with respect to the levels of compensation for the Executive Chairman and CEO, and also determine the levels of compensation for all other executive officers; (c) review and approve corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO in light of those goals and, together with the independent directors of the Board, determine the CEO’s compensation package based on this evaluation, including approving any severance arrangements or employment agreements; (d) review and approve the compensation discussion and analysis and related compensation disclosures to be included in the Corporation’s proxy circular; (e) make recommendations to the Board with respect to the implementation and amendment of incentive-compensation plans for the executive officers and all equity-based plans for officers and employees; (f) make award (*i.e.*, type of award or vehicle) and grant determinations under equity compensation plans at previously approved levels of compensation for the executive officers, and further, approve a remaining maximum additional dollar amount for equity awards, as recommended by the CEO, to be granted to other officers and employees in such respective amounts as determined by the CEO; (g) establish performance objectives, corresponding target budget numbers, and payout curves under incentive compensation and equity compensation plans, as the Committee shall determine appropriate; (h) adopt one or more cash bonus plans for the executive officers, subject to Board, and if required, shareholder approval, and, to the extent the Committee determines appropriate, with a view to qualification of the compensation paid thereunder as “performance-based compensation” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, as such Section may be amended or superceded from time to time, and to implement and administer such plans; (i) consider and report, not less frequently than annually, to the Board on non-employee director compensation matters; and (j) perform such other duties and functions, including but not limited to those related to employees of the Corporation (or an affiliate) below the executive-officer level, as described in this Charter or as the Board may otherwise assign to

the Committee from time to time. In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board and the Corporation's management.

II. COMPOSITION

The Committee shall be composed of at least three members (including a Chairperson). The composition of the Committee shall satisfy the independence requirements established for Committee membership in the Governance Guidelines, which requirements are consistent with the applicable listing standards of the New York Stock Exchange ("NYSE"), and the rules of the Canadian securities regulatory authorities, both of the foregoing as may be amended from time to time. In addition, each member of the Committee must be a "non-employee director" as such term is defined in Rule 16b-3 under the Securities Exchange Act of 1934 as well as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and may not be part of a compensation committee interlock within the meaning of the U.S. Securities and Exchange Commission ("SEC") Regulation S-K and Canadian securities laws. The Board shall affirmatively determine that the Committee (and any individual member, if applicable) satisfies such requirements whenever any director is appointed to or resigns or is removed from the Committee. The members of the Committee and the Chairperson shall be selected annually by the Board and serve at the pleasure of the Board, upon review and recommendation by the Nominating and Corporate Governance Committee. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee, provided that the independence requirements set forth in the Governance Guidelines are satisfied. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by law, including any rule or regulation of the SEC, the Canadian securities regulatory authorities, or any securities exchange or market on which the Corporation's securities are traded. A Committee member may resign at any time by giving written notice to the Board. A Committee member may resign from the Committee without resigning from the Board, but a Committee member shall be deemed to have resigned from the Committee upon ceasing to be a member of the Board or upon the Nominating and Corporate Governance Committee having determined that the member does not satisfy the applicable independence requirements set forth in the Governance Guidelines, as noted above.

The Committee may delegate responsibilities listed herein to one or more subcommittees of the Committee if the Committee determines such delegation would be in the best interests of the Corporation.

III. MEETING REQUIREMENTS

The Committee shall meet as necessary, but at least four times each year, to enable it to fulfill its responsibilities, and shall hold executive sessions, with only the members of the Committee present, attendant to each Committee meeting, or otherwise as needed or desired. The Committee shall meet at the call of the Chairman of the Board, the Chairperson, or by any two Committee members, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference call or by any other means permitted by law or the Corporation's By-laws. A majority of the members of the Committee shall constitute a

quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures, including designation of a chairperson *pro tempore*, in the absence of the Chairperson, and designation of a secretary. The Committee may also adopt rules of governance, not inconsistent with this Charter, to assist the Committee in the discharge of its responsibilities. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes thereof, which shall be recorded or filed with the books and records of the Corporation. Any member of the Board shall be provided with copies of such Committee minutes upon request.

The Committee may ask members of management, or others whose advice and counsel it considers relevant to the issues then being considered by the Committee, to attend meetings of the Committee, to provide information to the Committee, and to assist in the discussion and examination of the matters under consideration by the Committee.

The Chairperson of the Committee shall be responsible for leadership of the Committee, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least quarterly) as requested by the Board. The Chairperson, with the assistance of management, shall also set the agenda for Committee meetings.

IV. COMMITTEE RESPONSIBILITIES

The Committee members, as directors and as articulated in the Governance Guidelines, will exercise their business judgment in a manner they reasonably believe to be in the best interests of the Corporation. Committee members are entitled to rely on the honesty and integrity of the Corporation's executives and its outside advisors and auditors to the fullest extent permitted by law. In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to promote compliance by the Corporation with changes in applicable legal and regulatory requirements.

The Committee shall have duties and responsibilities for those compensation matters listed above under its statement of purpose. Such duties and responsibilities include the following:

A. Executive Chairman and Chief Executive Officer Compensation and Evaluation

1. To (a) review and approve corporate goals and objectives relevant to the CEO's compensation package, and (b) establish a procedure for evaluating the Executive Chairman's and the CEO's performance; and
2. To annually review and evaluate each of the Executive Chairman's and CEO's performance; independently review, after completion of the annual evaluation, with the Executive Chairman and CEO the results of the Committee's evaluation of their respective performance (this review may be performed by the Chairperson if so decided by the Committee); with the independent members of the Board, set the total compensation and the type and amount of each component of total

compensation, *i.e.*, base salary, annual cash incentive, and long-term (equity) incentive compensation, of the Executive Chairman and CEO, including approving, with the independent members of the Board, any severance arrangement or employment agreement with the Executive Chairman and/or the CEO. The Executive Chairman is expected to provide input to the Committee regarding the performance of the CEO and with respect to the level of CEO compensation.

In discharging the responsibilities set forth under this Section IV.A, the Committee may consider (as appropriate and as contemplated by Corporation policies, plans and programs) individual, team, business unit, regional and Corporation-wide performance and results against applicable pre-established annual and long-term performance goals, taking into account such factors as shareholder return, economic and business conditions, and remuneration provided to the Executive Chairman and CEO in the past. The Committee may also consider comparative and competitive compensation and benefit performance levels of companies included in specified comparator groups determined by the Committee, as well as any other factors and considerations as it shall determine are appropriate. The Committee shall not be precluded from approving compensation awards under approved plans, subject to the Board's approval rights with respect to amount of compensation, as may be required to comply with applicable tax laws (*e.g.*, Section 162(m) of the Internal Revenue Code of 1986, as amended).

All decisions of the Committee regarding recommendations of the Committee to the Board regarding the compensation of the CEO and/or Executive Chairman shall be made by the Committee in executive session.

B. Executive Officer Compensation

1. To determine at least annually, with input from the CEO, the total compensation and the type and amount of each component of total compensation of the executive officers (other than the CEO and Executive Chairman) and any other officers or employees whose compensation the CEO requests the Committee review, including approving any severance arrangement or employment agreement with any executive officer (other than the CEO and Executive Chairman); and
2. Any offer of employment extended to a prospective officer of the Corporation who will report directly to the CEO or who will be designated by the Board as an "executive officer" shall be subject to the final approval of the Committee.

C. Incentive Compensation and Equity-Based Plans

1. To review and to make periodic recommendations to the Board as to the general compensation and benefits philosophies, policies and practices of the Corporation with respect to executive officers;

2. To review and adopt, where appropriate under law or by applicable exchange requirements, and otherwise to recommend to the Board (and for shareholder approval where required by applicable law, stock exchange requirements, or the Corporation's Articles or By-laws), compensation and benefits policies, plans and programs and amendments thereto applicable to the Corporation's executive officers, including the implementation and amendment of cash incentive compensation plans and equity-based plans; provided, that no new equity-based plans shall be approved or amended without the approval of this Committee, the Board, and to the extent required, the shareholders of the Corporation;
3. To oversee the administration of such policies, plans and programs for the executive officers and, on an ongoing basis, to monitor them to assure that they are legally compliant and remain competitive and within the Committee's (and, with respect to the Executive Chairman and the CEO, the Board's), compensation objectives for the executive officers;
4. To make award (*i.e.*, type of award or vehicle) and grant determinations under equity compensation plans at previously approved compensation levels for the executive officers. The Committee will also approve, in connection with equity grants, a total dollar amount to be used for equity grants to individuals other than the executive officers, with specific grants within such total dollar amount to be approved by the CEO. The CEO shall provide the Committee with documentation describing the allocation of this pool;
5. To establish performance objectives, corresponding target budget numbers, and payout curves under cash incentive compensation and equity compensation plans, as the Committee shall determine appropriate;
6. To, at least annually: review the Corporation's compensation arrangements to determine whether there are risks associated with the Corporation's compensation practices and whether such arrangements encourage unnecessary or excessive risk-taking and report on any such risks as required under applicable law or regulation; and, review and discuss the relationship between or among, as appropriate, the Corporation's risk management policies and practices, corporate strategies, and the compensation of the executive officers and/or other employees of the Corporation; and
7. Nothing set forth herein shall be construed to limit the Committee's authority to review any compensation or benefits matter at the request of the Board or upon the Committee's own determination, including a review of compensation plans, policies, and/or practices of the Corporation in connection with the adoption of new or the amendment of existing regulatory requirements, other compliance initiatives, or otherwise as the Committee or Board shall determine to be in the best interest of the Corporation.

D. Information

In connection with the fulfillment of any of the Committee's responsibilities set forth herein, the Committee may request information and reports from management or the Committee's compensation consultant relative to incentive compensation plans, or other plans, policies, or practices, for officers and/or employees below the "executive officer" level. This information may be useful for the Committee in reviewing and making certain determinations with respect to the executive officers, including but not limited to reviewing alignment, to the extent appropriate, between plans, policies and programs of the executive officers and other officers and/or employees below this level, and for other purposes.

E. Succession Planning

1. To oversee the process for and, if requested, to assist the Board with conducting, not less frequently than annually, an evaluation of the Corporation's management development programs; and
2. To develop and annually review the Corporation's management succession plans to help assure proper management planning, and to report annually to the Board on the Corporation's succession plans; provided, that the implementation of the succession plan for the executive officers (other than the CEO and Executive Chairman) will be the responsibility of the CEO (further described below), and the implementation of the succession plan for the CEO and Executive Chairman will be the responsibility of the full Board. The CEO shall have the authority to implement the approved succession planning process and select suitable executive officers that are his or her direct reports, with oversight provided by the Committee, as requested by the CEO; provided, however, that the appointment of any executive officer (both CEO and the other executive officers) is subject to full Board approval, and, as set forth in Section IV. B. 2. hereof, any offer of employment extended to any prospective officer who will be reporting directly to the CEO or who shall otherwise be designated by the Board as an "executive officer" shall be made subject to final approval of this Committee.

F. Other Duties

1. To review and discuss with management the Compensation Discussion and Analysis ("CD&A") and related compensation disclosure to be included in the Corporation's annual report (if applicable) and proxy circular (proxy statement) and determine whether to recommend to the Board that the CD&A and related compensation disclosures be included in the annual report (if applicable) and proxy circular (proxy statement);
2. To prepare, as may be required, disclosure satisfying the requirements of Item 407(e)(5) of Regulation S-K of the U.S. Securities and Exchange Commission relating to the preparation of the "Compensation Committee Report" for inclusion, as applicable, in the Corporation's annual report on Form 10-K and

proxy circular (proxy statement) for the Corporation's annual meeting of shareholders;

3. To review and consider, not less frequently than annually, the compensation of directors who are not employees of the Corporation and to recommend to the Board any changes to such compensation that the Committee deems appropriate;
4. To periodically review the terms of the share ownership guidelines applicable to directors and officers of the Corporation, including compliance therewith, and report to the Board on such review;
5. To review and approve, in advance, any change in control and/or employment agreement extended to any executive officer and/or any other officers who will report directly to the CEO of the Corporation or an affiliate;
6. To review and approve, in advance, any severance arrangements extended to (or entered into with) any executive officer of the Corporation and/or any officer who reports directly to the CEO;
7. To maintain the existing policy regarding recoupment of incentive compensation in compliance with applicable rules and regulations of the SEC, the NYSE, and Canadian securities regulators, and otherwise in accordance with such terms and provisions as the Committee and Board shall determine appropriate; and, to make recommendations to the Board with respect to the application of such recoupment policy;
8. The Committee shall have sole authority and direct responsibility to retain and terminate any compensation consultant engaged to assist in the evaluation of director, Executive Chairman, CEO or other executive officer compensation, including the sole authority and responsibility to negotiate and approve the fees and retention terms of any compensation consultant retained for such purposes, and shall be directly responsible for oversight of the work of any such consultants. The services, fees, and engagement terms of the Committee's compensation consultant shall be approved by the Committee and/or Chairperson, as applicable, in accordance with the terms of the Committee's Pre-Approval Policy. The Committee shall have sole authority to authorize payment and services for any other counsels, consultants, or advisors engaged by the Committee; and
9. To perform such other duties as the Board may assign to the Committee.

V. ANNUAL EVALUATION PROCEDURES

The Committee shall annually assess its performance and effectiveness to confirm that it is meeting its responsibilities under this Charter. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) the frequency and length of meetings, and (e) the quality of

written materials and presentations. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

VI. STUDIES

The Committee may conduct or authorize studies of matters within the Committee's scope of responsibilities, as described above, and may, in its sole discretion, retain or obtain the advice of, at the expense of the Corporation, independent counsel and, if applicable, other consultants or advisors that it deems appropriate or advisable to assist the Committee in fulfilling its responsibilities under this Charter. As set forth above, the Committee shall have sole authority and direct responsibility to retain and terminate any compensation consultant engaged to assist in the evaluation of director, Executive Chairman, CEO or other executive officer compensation, including the sole authority and responsibility to negotiate and approve the fees and retention terms of any compensation consultant retained for such purposes, and shall be directly responsible for oversight of the work of any such consultants. The Committee shall have sole authority to authorize payment and services for any other counsels, consultants, or advisors engaged by the Committee. In this regard, see above under paragraph 8 of Section IV. F.

VII. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Board's Principles of Governance and Governance Guidelines. This Charter is, and any amendments thereto will be, displayed on the Corporation's website, and a printed copy will be made available without charge to any shareholder of the Corporation who requests such.

Certain of the matters referred to in this Charter and approved by the Committee and/or Board may also require shareholder and/or regulatory approvals, in which case, the approval of such matters by the Committee and/or Board shall be subject to such required approvals having been obtained.