

RITCHIE BROS. AUCTIONEERS INCORPORATED
COMPENSATION COMMITTEE CHARTER

Updated on August 4, 2017

Purpose and Authority:

The purpose of the Compensation Committee (the "***Committee***") is to assist the Board in discharging its responsibilities relating to compensation of the Company's Executive Officers, general corporate compensation and benefit programs, CEO succession and management development. The Committee shall have overall responsibility for recommending to the Board the Company's compensation philosophy for the Company's Executive Officers, evaluating and making recommendations to the Board regarding the compensation plans, policies and programs in respect of the Chief Executive Officer, evaluating and approving the compensation plans, policies and programs in respect of the Company's Executive Officers other than the Chief Executive Officer, providing risk oversight to all significant compensation programs within the Company and ensuring that appropriate processes are in place with respect to the evaluation of management and management succession. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

When appropriate, the Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Board or Company officers, subject to compliance with applicable laws, regulations and stock exchange rules.

Composition:

Independence

The Committee shall be composed of three or more directors, as determined by the Board, each of whom shall (a) meet the independence requirements established by the Board, applicable securities legislation and policies, the New York Stock Exchange, the Toronto Stock Exchange and any other regulations applicable to the Committee from time to time, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and (c) be an "outside director" for purposes of Section 162(m) of the U.S. Internal Revenue Code of 1986.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board may remove any member from the Committee at any time with or without cause.

Duties, Responsibilities and Authority:

The Committee shall have the following duties, responsibilities and authority, in addition to any duties, responsibilities and authority assigned to the Committee from time to time by the Board. In discharging such duties and responsibilities, the Committee shall consider such business, market and general economic conditions, current and emerging compensation governance trends and practices, and such other factors as the Committee in its discretion, deems appropriate.

Compensation Philosophy and Goals

- Make recommendations to the Board with respect to Executive Officer compensation philosophy, programs and practices and oversee the implementation of such compensation policies and programs.

CEO and Executive Officer Compensation

- Taking into account the views of other Board members, review and approve corporate goals, objectives and performance metrics relevant to the Chief Executive Officer's compensation and evaluate the Chief Executive Officer's performance in light of those goals, objectives and metrics. At least annually, recommend the CEO's compensation to the independent directors of the Board. This recommendation should be based on performance, and consider various factors including the compensation practices of chosen comparator companies. In determining the long-term incentive component of compensation for the Chief Executive Officer, the Committee should consider the execution of the Strategic Plan by the Company, the Company's performance and relative enhancement of shareholder value, and the value of similar incentive awards to chief executive officers at comparable companies.
- Review and approve the Chief Executive Officer's recommendations regarding annual compensation for the Company's other Executive Officers.
- Review and recommend to the Board for its approval and, where required, submission to the Company's shareholders, annual and long-term incentive and equity-based compensation plans for Executive Officers and others and relevant changes to such plans, and oversee the implementation of such plans.
- Recommend to the Board, for its approval, changes to Executive Officer compensation policies and programs.
- Ensure the implementation of an appropriate process for the annual evaluation of management.

Management Selection, Succession Planning, and Development

- Ensure the development of a succession plan for the CEO.
- Ensure that the CEO addresses and shares with the full Board long-range succession planning and talent development programs for senior management.
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Compensation Disclosures

- Review and discuss with management the Compensation Discussion and Analysis required by the U.S. Securities and Exchange Commission's ("SEC") rules.
- Based on such review and discussions, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's SEC filings as required by the SEC's rules
- Review and approve, or recommend to the Board, as may be required, the executive compensation disclosure that is required by applicable securities and other rules and regulations.

Compensation Risk

- Consider the risks associated with the Company's compensation policies, practices and programs to ensure that they will not encourage behavior that is likely to result in undue risk-taking that could be adverse to the Company. Report to the Board on an annual basis regarding the Company's key compensation-related risks.

Consultants and Advisers

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) a compensation consultant, independent legal counsel or other adviser ("**Compensation Adviser**"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser retained by the Committee.

The Committee may select a Compensation Adviser only after taking into consideration all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Company by the person that employs the Compensation Adviser;

- The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Compensation Adviser with a member of the Committee;
- Any stock of the Company owned by the Compensation Adviser; and
- Any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with any Executive Officer.

If the Committee determines that the work performed by a Compensation Adviser retained by the Committee has raised any conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and as required by any applicable securities and other rules and regulations.

Reports:

- Provide minutes of Committee meetings to the Board and report to the Board on any significant matters arising from the Committee's work, including awards for Executive Officers and compensation and retirement arrangements.

Meetings:

The Committee should establish a meeting calendar annually. The Committee may hold such meetings as are necessary or appropriate in order for the Committee to fulfill its responsibilities. In the absence of a member designated by the Board to serve as chair, the members of the Committee may appoint from among their number a person to preside at their meetings. When appropriate, the Committee may meet in separate executive session with management, employees, internal audit, the independent auditor, legal counsel and other professional advisers to discuss matters that the Committee or the other groups believe warrant Committee attention.

Evaluation:

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance in relation to this charter and make applicable recommendations for improvement.

