



Audit Committee Charter

1. MANDATE AND AUTHORITY

The mandate of the audit committee of the Company (the "Committee") is to assist the board of directors of the Company (the "Board") in fulfilling its financial oversight responsibilities with respect to ensuring the quality and integrity of:

- (i) financial reports and other financial information provided by the Company to regulatory authorities and shareholders;
- (ii) the Company's systems of internal controls regarding finance and accounting;
- (iii) the Company's auditing, accounting and financial reporting processes;
- (iv) the Company's compliance with legal and regulatory requirements regarding the foregoing;
- (v) the Company's compliance with corporate policies and procedures regarding the foregoing; and
- (vi) the qualifications, performance and independence of the Company's external auditors.

The Committee is empowered to:

- (vii) make such inquiry and investigation and require such information and explanation from management as it considers reasonably necessary;
- (viii) require management to promptly inform the Committee and the auditor of any material misstatement or error in the financial statements following discovery of such situation;
- (ix) engage outside advisors where appropriate;
- (x) set and pay the compensation for any advisors employed by the Committee;
- (xi) communicate directly with the internal and external auditors; and
- (xii) investigate any activity of the Company and or its subsidiaries.

In performing its duties, the Committee will serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements, ensure the independence of the Company's external auditors and maintain an effective working relationship between the Company's auditors, its management and the Board. While the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee or its members to plan

or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. The Company's management is responsible for the preparation, presentation and integrity of the financial statements and the appropriateness of the accounting principles and reporting policies with respect thereto. The external auditor is responsible for auditing the Company's financial statements in accordance with applicable laws and regulations.

2. COMPOSITION

The Committee shall be comprised of at least three (3) Directors, as determined by the Board, all of whom shall be independent within the meaning of NI 52-110.

At least one (1) member of the Committee shall have accounting or related financial management expertise and all members of the Committee shall be financially literate or will undertake to become so. Financially literate shall mean the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholders' meeting. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by a majority vote of all the Committee members.

Other than directors' fees for service as a member of the Board and any committees thereof, no directors including members of the Audit Committee shall receive any compensation from the Company or any of its affiliates including fees paid directly or indirectly for any consulting or any legal, financial or other advisory services.

3. MEETINGS AND PROCEDURES

The Committee shall meet at least four (4) times a year or more frequently if required.

- 3.1 At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.
- 3.2 A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.
- 3.3 The Committee may invite such other persons (e.g. the President and CEO) to its meetings as it deems appropriate.
- 3.4 External auditors shall be present in person or by teleconference at those meetings involving the review and approval of their audit plan for the year-end financial statements, the review of the results of their audit and approval of those year-end financial statements and such other meetings as considered appropriate by the committee.
- 3.5 The Committee shall meet, by video conference or otherwise, at least annually with the Company's Chief Financial Officer and external auditors in separate sessions.

- 3.6 The secretary of the Committee shall be the Corporate Secretary or such other person as nominated by the Chairman.

4. ROLES AND RESPONSIBILITIES

The following are the general roles and responsibilities of the Committee:

EXTERNAL AUDITORS

- 4.1 Directly oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- 4.2 With respect to the external auditors the Committee will:
- (a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;
 - (b) review with management and the external auditors their audit plan for the year-end financial statements;
 - (c) review annually the overall qualifications of the external auditors, including without limitation the evaluation of the internal quality control procedures, the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;
 - (d) annually review and discuss with the external auditors all significant relationships they may have with the Company that may impact their objectivity and independence;
 - (e) consult with the external auditors without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements, as well as any issues encountered during the course of its annual audit;
 - (f) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
 - (g) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to the Company or its subsidiary entities; and
 - (h) Take such action as necessary to assure the rotation of the lead audit partner at least every seven years or such other period as may be required.

The Committee may delegate to one or more independent members of the Committee the

aforementioned authority to pre-approve audit and non-audit services, provided the pre-approval of the services is presented to the Committee at its first scheduled meeting following such approval.

FINANCIAL REPORTING POLICIES, PROCESSES AND CONTROLS

- 4.3 Review and recommend to the Board for approval, the Company's financial statements, MD&A, Annual Information Form and any press releases regarding annual and interim earnings prior to public disclosure of such information, including any reports or other financial information which are submitted to any governmental body or to the public;
- 4.4 Gain an understanding of:
 - (a) areas of greatest risk to the Company including business, political, financial and control risks and review with management any course of action to monitor and mitigate such risks;
 - (b) legal matters that could significantly impact the financial statements; and
 - (c) complex or unusual transactions and judgemental issues such as the valuation of assets or liabilities, or commitments and contingencies and their impact on the Company's financial statements.
- 4.5 Assess financial and operational results relative to budgeted or projected results.
- 4.6 In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external including the adequacy and effectiveness of management's system of internal controls over the accounting and management reporting system within the Company and reviewing the process followed by management to support their financial disclosures and certifications of financial information.
- 4.7 Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- 4.8 Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- 4.9 Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- 4.10 Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

OTHER

- 4.11 Annual review and revision of this Charter as appropriate and with the approval of the Board of Directors.

- 4.12 Shall review its own performance on an annual basis to ensure it is operating on an effective basis in fulfilling its role and responsibilities and also recommend any changes it considers necessary to the Board for approval.
- 4.13 Review on behalf of the board any actual or alleged illegal, improper or fraudulent behaviour relating to the Company's financial statements or its accounting practices.
- 4.14 Establish procedures for the confidential, anonymous submission by employees to the Company of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters as may be set out in the Company's Whistleblower Policy.

5. RESPONSIBILITIES OF THE COMMITTEE CHAIR

- 5.1 The Committee Chair is responsible for the management and effective performance of the Committee and provides leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. The Committee Chair's responsibilities include:
 - (a) establishing the frequency of Committee meetings and reviewing/approving the agendas for meetings;
 - (b) presiding over Committee meetings;
 - (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
 - (d) reporting to the Board with respect to significant activities of the Committee and any recommendations of the Committee; and
 - (e) taking such other steps as are reasonably required for the Committee to carry out its mandate.

Reviewed and approved by the Board of Directors

March 26, 2021