



NFI GROUP INC.

AUDIT COMMITTEE CHARTER

Approved by the Board of Directors on November 7, 2023.

NFI GROUP INC.

(the “Issuer”)

AUDIT COMMITTEE CHARTER

PURPOSE

1. Responsibility

- (a) The Audit Committee (the “**Committee**”) is a standing committee appointed by the board of directors (the “**Board**”) of NFI Group Inc. (the “**Issuer**”). The Committee is established to fulfill applicable public company obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting including responsibility to, among other things as may be delegated by the Board from time to time, oversee:
- (i) The integrity of the Issuer’s financial statements and financial reporting process, including the audit process and the Issuer’s internal controls over financial reporting, disclosure controls and procedures, compliance with other related legal and regulatory requirements;
 - (ii) The qualifications, independence and performance of the Issuer’s external auditors;
 - (iii) The work of the Issuer’s financial management, internal auditors and external auditors;
 - (iv) Enterprise risk management, privacy and data security and to monitor the same; and
 - (v) The auditing, accounting and financial reporting process generally.
- (b) The function of the Committee is oversight. It is not the duty or responsibility of the Committee or its members to: (a) plan or conduct audits; (b) determine that the Issuer’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles; or (c) conduct other types of auditing or accounting reviews or similar procedures or investigations. The Committee, the Audit Committee Chair (the “**Committee Chair**”) and its audit committee financial expert are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Issuer, and are specifically not accountable or responsible for the day-to-day operation or performance of such activities.
- (c) Management is responsible for the preparation, presentation and integrity of the Issuer’s financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and systems of risk assessment and internal controls and procedures designed to provide

reasonable assurance that assets are safeguarded and transactions are properly authorized, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations. Management is also responsible for monitoring and reporting on the adequacy and effectiveness of the system of internal controls over financial reporting and disclosure controls and procedures. The external auditors are responsible for planning and carrying out an audit of the Issuer's annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that, among other things, such financial statements are in accordance with generally accepted accounting principles.

MEMBERSHIP

1. Number of Members

The members of the Committee shall be appointed by the Board on the recommendation of the Issuer's Human Resources, Compensation and Corporate Governance committee (the "**HR Committee**"). The Committee will be comprised of not less than three (3) directors of the Issuer and its size may be increased if so determined by the Board.

2. Independence

The Committee shall be constituted at all times of "independent directors" who meet or exceed the meaning of "independent" as defined in National Instrument 58-101 – Disclosure of Corporate Governance Practices ("**NI 58-101**"). Each member shall be "independent" in accordance with National Instrument 52-110 – Audit Committees ("**NI 52-110**").

3. Financial Literacy and Other Related Experience

Each member shall be able to read and understand fundamental financial statements, and shall otherwise be "financially literate" within the meaning of applicable requirements or guidelines for audit committee service under securities laws or the rules of any applicable stock exchange, including NI 52-110. Each member should have reasonable sufficient experience in such other economic, financial, investment or business matters as the Board may deem appropriate.

4. Appointment and Replacement of Committee Members

Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board shall fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all its power so long as a quorum remains. Subject to the foregoing, the members of the Committee shall be appointed by the Board annually and each member of the Committee shall remain on the Committee until the next annual meeting of shareholders after his or her appointment or until his or her successor shall be duly appointed and qualified.

5. **Committee Chair**

Each year, the Board will appoint one member who is qualified for such purpose to be the Committee Chair. If, in any year, the Board does not appoint a Committee Chair, the incumbent Committee Chair will continue in office until a successor is appointed. The Committee Chair must be a non-executive director. The Committee Chair shall be responsible for leadership of the Committee assignments and reporting to the Board. If the Committee Chair is not present at any meeting of the Committee, one of the other members of the Committee who is present shall be chosen by the Committee to preside at the meeting. The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

6. **Conflicts of Interest**

If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that member shall be responsible for alerting the Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee Chair shall advise the Chair of the Board. If the Committee Chair, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member's interest and shall not participate in consideration of the matter and shall not vote on the matter.

PROCEDURES

1. **Meetings**

The Committee shall meet regularly and as often as it deems necessary to perform the duties and discharge its responsibilities described herein in a timely manner, but not less than four (4) times a year and any time the Issuer proposes to issue a press release with its quarterly or annual earnings information or any other material financial information of the Issuer. The Committee shall meet within forty-five (45) days following the end of each of the first three financial quarters and shall meet within ninety (90) days following the end of the financial year. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board. Each member is expected to attend all meetings. A meeting of the Committee may be called by the external auditors, the Committee Chair, the Chief Executive Officer, the Chief Financial Officer (the "CFO") or any Committee member. Meetings will be held at a location determined by the Committee Chair and notice shall be given in accordance with the provisions of the Issuer's by-laws.

2. **Notice to Auditors**

The external auditors are entitled to receive notice of every meeting of the Committee and, at the expense of the Issuer, to attend and be heard thereat and, if is requested by a member of the Committee, shall attend any meeting of the Committee held during the term of office of the external auditors.

3. **Agenda**

The Committee Chair, with the assistance of the CFO, shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practical, communicated to members of the Committee sufficiently in advance of each meeting to permit meaningful review.

4. **Separate Executive Meetings**

The Committee shall meet periodically, but no less than quarterly with the CFO, the head of internal audit function and the external auditors in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately and such persons shall have access to the Committee to bring forward matters requiring its attention. However, the Committee shall also meet periodically without management present.

5. **Quorum**

Two members will constitute quorum for any meeting of the Committee.

6. **Voting**

At meetings of the Committee, each member will be entitled to one vote and questions will be decided by a majority of votes. In case of an equality of votes, the Committee Chair will not have a second or casting vote in addition to his or her original vote.

7. **Participation**

Members may participate in a meeting of the Committee in person or by means of telephone, web conference or other communication equipment. The Committee may invite such other directors, officers and employees of the Issuer and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

8. **Reliance**

Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on: (a) the integrity of those persons or organizations within and outside the Issuer from which it receives information; (b) the accuracy of the financial and other information provided to the Committee by such persons or organizations; and (c) representations made by management and the external auditors as to the permissible non-audit services provided by the external auditors to the Issuer and its subsidiaries.

9. **Self-Evaluation**

The Committee shall conduct a self-evaluation at least annually to determine whether it and its members are functioning effectively, and report its conclusion to the Board.

AUDIT RESPONSIBILITIES

Selection and Oversight of the External Auditors

1. The external auditors are ultimately accountable to the Committee and the Board as the representatives of the shareholders of the Issuer and shall report directly to the Committee and the Committee shall so instruct the external auditors. The Committee shall evaluate the performance of the external auditors and make recommendations to the Board on the reappointment or appointment of the external auditors of the Issuer to be proposed in the Issuer's management information circular for shareholder approval and shall have authority to terminate the external auditors. If a change in external auditors is proposed, the Committee shall review the reasons for the change and any other significant issues related to the change, including the response of the incumbent auditors, and enquire on the qualifications of the proposed auditors before making its recommendation to the Board.
2. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of a registered public accounting firm engaged (including resolution of disagreements between management and the external auditor regarding financial reporting) for the purposes of preparing or issuing an audit report or performing other audit, review or attest services of the Issuer, and each such registered public accounting firm must report directly to the Committee.
3. The Committee will approve policies and procedures for the pre-approval of services to be rendered by the external auditors, which policies and procedures shall include reasonable detail with respect to the services covered. All permissible non-audit services to be provided to the Issuer or any of its affiliates by the external auditors or any of their affiliates that are not covered by pre-approval policies and procedures approved by the Committee shall be subject to pre-approval by the Committee. The Committee shall have the sole discretion regarding the prohibition of the external auditor providing certain non-audit services to the Issuer and its affiliates. The Committee shall also review and approve disclosures with respect to permissible non-audit services.
4. The Committee shall review the independence of the external auditors and shall make recommendations to the Board on appropriate actions to be taken that the Committee deems necessary to protect and enhance the independence of the external auditors. In connection with such review, the Committee shall:
 - (a) actively engage in a dialogue with the external auditors about all relationship or services that may impact the objectivity and independence of the external auditors;
 - (b) require that the external auditors submit to it on a periodic basis, and at least annually, a formal written statement delineating all relationships between the Issuer and its subsidiaries, on the one hand, and the external auditors and their affiliates

on the other hand, and to the extent there are relationships, monitor and investigate them;

- (c) ensure the rotation of the lead (and concurring) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by applicable law;
 - (d) consider whether there should be a regular rotation of the external audit firm itself; and
 - (e) consider the auditor independence standards promulgated by applicable auditing regulatory and professional codes.
5. The Committee shall establish and monitor clear policies for the hiring by the Issuer of employees or former employees of the external auditors.
6. The Committee shall require the external auditors to provide to the Committee, and the Committee shall review and discuss with the external auditors, all reports which the external auditors are required to provide to the Committee or the Board under rules, policies or practices of professional or regulatory bodies applicable to the external auditors, and any other reports which the Committee may require. Such reports shall include:
- (a) a description of the external auditors' internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, or Canadian Public Accountability Board (“**CPAB**”) review, of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more external auditors carried out by the external auditors and any steps taken to deal with any such issues; and
 - (b) a report describing: (i) the proposed audit scope, approach and independence of all critical accounting policies and practices to be used in the annual audit; (ii) all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; and (iii) other material written communication between the external auditors and management, such as any management letter or schedule of unadjusted differences.
7. The Committee shall (i) annually review the experience and qualifications of the independent audit team and review the performance of the external auditors, including assessing their professional skepticism, effectiveness and quality of serve, and (ii) every five (5) years perform a comprehensive review of the performance of the external auditors over multiple years to provide further insight on the audit firm, its independence and application of professional standards.

Appointment and Oversight of Internal Auditors

1. The appointment, terms of engagement, compensation, replacement or dismissal of the internal auditors function shall be subject to prior review and approval by the Committee. When the internal audit function is performed by employees of the Issuer, the Committee shall review the mandate, budget, planned activities, staffing and organizational structure of the internal audit function and the Audit and Risk Management Services (the “**ARMS**”) department. The internal audit function and ARMS department may be outsourced to a firm other than the external auditor. The Committee will confirm that the internal audit function is independent of management and has sufficient resources to carry out its mandate. The Committee will discuss this mandate with the internal auditor.
2. The Committee will review the appointment and replacement of the senior manager-employee of the ARMS department (the “**ARMS Manager**”).
3. The Committee shall obtain from the internal auditors, and shall review, summaries of the significant reports to management prepared by the internal auditors, or the actual report if requested by the Committee, and management’s responses to such reports.
4. The Committee shall, as it deems necessary or appropriate, communicate with the internal auditors with respect to their reports and recommendations, the extent to which prior recommendations have been implemented and any other matters that the internal auditor brings to the attention of the Committee. The head of the internal audit function shall have unrestricted access to the Committee.
5. The Committee shall, annually or more frequently as it deems necessary or appropriate, evaluate the internal auditors, including their activities, organizational structure, independence, objectivity, qualifications and effectiveness.

Oversight and Monitoring of Audits

1. The Committee shall review with the external auditors, the internal auditors and management the audit function generally, the objectives, staffing, locations, coordination (reduction of redundant efforts) and effective use of audit resources, reliance upon management and internal audit and general audit approach and scope of proposed audits of the financial statements of the Issuer and its subsidiaries, the overall audit plans, the responsibilities of management, the internal auditors and the external auditors, the audit procedures to be used and the timing and estimated budgets and staffing of the audits.
2. The Committee shall meet periodically with the internal auditors to discuss the progress of their activity, any significant findings stemming from internal audits, any changes required in the planned scope of their audit plan and any difficulties or disputes that arise with management in the course of their audits, including any restrictions on the scope of their work or access to required information, and the adequacy of management’s responses in correcting audit-related deficiencies.
3. The Committee shall review with management the results of internal and external audits.

4. The Committee shall provide an open avenue of communication between the external auditors, the internal auditors, the Board and management and take such other reasonable steps as it may deem necessary to satisfy itself that the audit was conducted in a manner consistent with all applicable legal requirements and auditing standards of applicable professional or regulatory bodies.

Oversight and Review of Accounting Principles and Practices

1. The Committee shall, as it deems necessary or appropriate, oversee, review and discuss with management, the external auditors and the internal auditors (together and separately as it deems necessary), among other items and matters:
 - (a) the quality, appropriateness and acceptability of the Issuer’s accounting principles, practices and policies used in its financial reporting, its consistency from period to period, changes in the Issuer’s accounting principles or practices and the application of particular accounting principles and disclosure practices by management to new or unusual transactions or events;
 - (b) all significant financial reporting issues, estimations and judgements made in connection with the preparation of the financial statements, including the effects of alternative methods within generally accepted accounting principles on the financial statements and any “second opinions” sought by management from an independent auditor with respect to the accounting treatment of a particular item;
 - (c) any material change to the Issuer’s auditing and accounting principles and practices as recommended by management, the external auditors or the internal auditors or which may result from proposed changes to applicable generally accepted accounting principles;
 - (d) the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented; and
 - (e) the effect of regulatory and accounting initiatives on the Issuer’s financial statements and other financial disclosures.
2. The Committee will review and resolve disagreements between management and the external auditors regarding financial reporting or the application of any accounting principles or practices.

Oversight and Monitoring of Internal Controls Over Financial Reporting (“ICOFR”)

1. The Committee shall, as it deems necessary or appropriate, exercise oversight of, review and discuss with management, the external auditors and the internal auditors (together and separately, as it deems necessary):
 - (a) the adequacy and effectiveness of the Issuer’s ICOFR and disclosure controls and procedures designed to ensure compliance with applicable laws and regulations;

- (b) any significant deficiencies or material weaknesses in ICOFR or disclosure controls and procedures;
 - (c) the risk of management's ability to override the Issuer's internal controls;
 - (d) any fraud, of any amount or type, that involves management or other employees who have a significant role in the ICOFR;
 - (e) the adequacy of the Issuer's internal controls and any related significant findings and recommendations of the external auditor and internal auditors together with management's responses thereto; and
 - (f) management's compliance with the Issuer's processes, procedures and internal controls.
2. The Committee shall establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Issuer regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Issuer of concerns regarding questionable accounting or auditing matters.

Oversight and Monitoring of the Issuer's Financial Reporting and Disclosure

1. The Committee shall:
- (a) review with the external auditors and management and recommend to the Board for approval the audited financial statements and the notes and Management's Discussion and Analysis ("MD&A") accompanying such financial statements, the Issuer's annual report and any financial information of the Issuer contained in any registration statement, prospectus, information circular or any other disclosure document or regulatory filing of the Issuer;
 - (b) review with the external auditors and management each set of interim financial statements and the notes and MD&A accompanying such financial statements and any other disclosure documents or regulatory filings of the Issuer containing or accompanying financial information of the Issuer; and
 - (c) review the disclosure regarding the Committee required to be included in any publicly filed or available document by applicable securities laws or regulations or stock exchange rules or requirements.
 - (d) Such reviews shall be conducted prior to the release of any summary of the financial results or the filing of such reports with applicable regulators.
2. Prior to their distribution or public disclosure, the Committee shall discuss earnings press releases, as well as financial information and earnings guidance, it being understood that such discussions may, in the discretion of the Committee, be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made)

and that the Committee need not discuss in advance each earnings release or each instance in which the Issuer gives earnings guidance.

3. The Committee shall oversee compliance with the requirements of applicable securities laws or rules for disclosure of auditors' services, engagements and independence of external auditors and audit committee member qualifications and activities.
4. The Committee shall receive and review the financial statements and other financial information of material subsidiaries of the Issuer and any auditor recommendations concerning such subsidiaries.
5. The Committee shall oversee compliance with legal and regulatory requirements with respect to financial statements and financial reporting.

Oversight of Finance Matters

1. The Committee shall:
 - (a) periodically review matters pertaining to the Issuer's material policies and practices respecting cash management and material financing and capital strategies or policies and objectives of the Issuer, including the review of proposed amendments to material credit agreements and other proposed material financing and capital arrangements;
 - (b) periodically review the Issuer's major financial risk exposures (including foreign exchange and interest rate) and management's initiatives to control such exposure, including the use of financial derivatives and hedging activities;
 - (c) review and discuss with management all material off-balance sheet transactions, arrangement, obligations (including contingent obligations), leases and other relationships of the Issuer with unconsolidated entities, other persons, or related parties, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves, or significant components of revenues or expenses;
 - (d) review and discuss policies, procedures and practices with respect to risk identification, assessment and management, including appropriate guidelines and policies to govern the process, as well as the Issuer's major enterprise risk exposures and the steps management has undertaken to control them;
 - (e) review and discuss with management the Issuer's effective tax rate, adequacy of tax reserves, tax payments and reporting of any pending tax audits or assessments, and material tax policies and tax planning initiatives; and
 - (f) The Committee will determine and review on an annual basis the signing authority and limits of officers and senior employees in connection with the approval of expenditure and release of funds.

Risk Oversight, Privacy and Cybersecurity

1. The Issuer has developed an enterprise risk management (“**ERM**”) framework by which management is able to focus on the identification of risks, the assessment of those risks and the mitigation of risk associated with the achievement of the Issuer’s strategic objectives. The Issuer’s risk management program is managed through an executive level risk committee in conjunction with the ARMS department.
2. The Committee shall annually or as the Committee deems necessary or appropriate:
 - (a) review and discuss with management and as the Committee deems necessary or appropriate, the Chair of the Board or other committees of the Board, and monitor the adequacy and effectiveness of: (i) management’s program, including policies and guidelines, to identify, assess, manage, and monitor major enterprise risks of the Issuer, including financial, operational, privacy, security, business continuity, legal and regulatory, and reputational risk, as well as those risks that would threaten the Issuer’s business, future performance, solvency or liquidity; (ii) management’s risk management decisions, practices and activities; (iii) reports from management and others, including without limitation internal audit, regarding compliance with item (i) above; and (iv) the adequacy and appropriateness of management’s response to, including the implementation thereof, the matters and findings, if any, in the reports referenced in item (iii) above;
 - (b) review, discuss with management and assess the Issuer’s privacy and cybersecurity risk exposures;
 - (c) review and discuss with management the adequacy of the Issuer’s insurance coverage.
 - (d) oversee the Issuer’s risk management function and the ERM framework and, on a quarterly basis, will review a report from senior management describing the major financial, legal, operational and reputational risk exposures of the Issuer and the steps senior management has taken to monitor and control such exposures, including the Issuer’s policies with respect to risk assessment and management. The Committee will review environmental, insurance and other liability issues, risk management and information technology issues and review policies and procedures in respect thereof and report to the Board on such matters. The Committee will also review and approve management’s information technology strategic plan, business continuity plans and major technology capital investments consistent with the Issuer’s capital budget recommended by the Committee and approved by the Board; and
 - (e) oversee the Issuer’s Subsidiary and Business Unit Governance Policy.

Committee Reporting

1. The Committee shall report regularly to the Board regarding the execution of the Committee's duties, responsibilities and activities, as well as any issues encountered and related recommendations and recommend to the Board that the audited financial statements be included in the Issuer's annual report.
2. The Committee shall also report to the Board quarterly and/or annually regarding the oversight and receipt of certifications from applicable management confirming compliance with certain applicable laws, regulations or rules and certain Issuer policies and practices, in each case as the Committee deems necessary or appropriate.

Additional Authority and Responsibilities

1. The Committee shall have the authority to engage independent counsel and other advisers, hire and terminate special legal, accounting, financial or other consultants to advise the Committee at the Issuer's expense, in each case, as it determines necessary or appropriate to carry out its duties and without consulting with, or obtaining prior approval from, any officer of the Issuer or the Board. The Committee may ask members of management, including, without limitation, the applicable member of management responsible for enterprise risk management, or others, including, without limitation, Issuer employees or the Chair of the Board or any committee, to attend meetings or provide information as necessary. The Committee shall also have the authority to ask the Issuer's external auditors to attend meetings or provide information as necessary, and the Issuer's external auditors will have direct access to the Committee at their own initiative.
2. The Committee shall provide for appropriate funding for payment: of (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Issuer; (b) compensation to any advisers engaged or employed by the Committee under subsection 1 above; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
3. The Committee shall review and/or approve any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting and perform such other functions as assigned by law or the Issuer's constating documents.
4. The Committee shall review and approve in advance any proposed related-party transactions and required disclosure of such in accordance with applicable securities laws and regulations and consistent with any related-party transaction policy of the Issuer, to the extent such policy exists, and report to the Board on any approved transactions.
5. The Committee shall review and approve a Whistleblower Policy for the receipt, retention and investigation of complaints received by the Issuer regarding accounting, internal controls, disclosure controls or auditing matters and any violation of the Issuer's Code of

Business Conduct and Ethics and a procedure for the confidential, anonymous submission of concerns by employees of the Issuer or third party submissions regarding such matters.

Audit Committee Chair

1. The Committee Chair should:
 - (a) provide leadership to the Committee and oversee the functioning of the Committee;
 - (b) chair meetings of the Committee (unless not present), including in-camera sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Committee Chair considers advisable;
 - (c) ensure that the Committee meets at least four times per financial year of the Issuer, and otherwise as is considered advisable;
 - (d) in consultation with the Chair of the Board, if any, and the members of the Committee, establish dates for holding meetings of the Committee;
 - (e) set the agenda for each meeting of the Committee with input from other members of the Committee, the Chair of the Board, if any, and any other appropriate individuals;
 - (f) ensure that Committee materials are available to any director upon request;
 - (g) act as a liaison, and maintain communication, with the Chair of the Board, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
 - (h) report annually to the Board on the role, mandate, and effectiveness of the Committee, in respect of contributing to the objectives of the Board and the Issuer;
 - (i) assist the members of the Committee to understand and comply with the responsibilities contained in this mandate;
 - (j) foster ethical and responsible decision making by the Committee;
 - (k) oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
 - (l) ensure appropriate information is requested from the officers of the Issuer and is provided to the Committee to enable it to function effectively and comply with this mandate;
 - (m) ensure that appropriate resources and expertise are available to the Committee;

- (n) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with applicable laws;
- (o) facilitate effective communication between the members of the Committee and the officers of the Issuer;
- (p) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Issuer to respond to any questions from shareholders that may be asked of the Committee; and
- (q) perform such other duties as may be delegated to the Committee Chair or the Board from time to time.

THIS CHARTER

This Charter replaces the Audit Committee Charter of the Issuer revised by the Board on November 13, 2019, which is of no further force nor effect. The Committee shall review and reassess the adequacy of this Charter on an annual basis or as required and recommend any proposed changes to the Board for approval. This Charter shall be posted on the Issuer's website.