



Audit Committee Charter

PURPOSE OF THE COMMITTEE

The Audit Committee (the "Committee") reports to the Board of Directors (the "Board") and shall advise and make recommendations to the Board of Directors in its oversight role with respect to:

- I. the integrity of the Corporation's financial statements;
- II. the Corporation's compliance with legal and regulatory requirements;
- III. the external auditor(s)' qualifications and independence;
- IV. the performance of the Corporation's independent auditors; and
- V. the system of internal control over financial reporting ("internal controls").

COMPOSITION OF THE COMMITTEE

The Committee shall consist of not less than three directors, all of whom must be Unrelated Directors as described in Appendix A of this Charter. At least 25% of the Committee shall be resident Canadians.

Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her judgment as a member of the Committee. All members of the Committee shall have a working familiarity with basic finance and accounting practices.

Directors' fees (annual retainer, attendance fees and/or other Board compensation) and incentive stock options are the only compensation a member of the Committee may be paid by the Corporation.

In addition, even in the circumstance where they are not members of the Committee, the Lead Independent Director and/or the Chair of the Board of Directors may participate on the Committee as a non-voting, ex-officio member of the Committee.

Appointment of Committee Members

Members of the Committee must be appointed or re-appointed by the Board immediately following each Annual Meeting of the Shareholders of the Corporation. Each member of the Committee shall continue to be a member until a successor is appointed, unless he or she resigns or is removed by the Board or ceases to be a Director of the Corporation.

Vacancies

Where a vacancy in the membership of the Committee occurs at any time, the Board may appoint a replacement, but in any event, the Board shall forthwith appoint a replacement where the membership of the Committee falls to less than three members as a result of the vacancy.



Chair

The Board of Directors will appoint a Chair from the members of the Committee. If the Chair is not present at any meeting of the Committee, those members present at the meeting shall appoint a Chair for the purposes of that meeting. It is the duty of the Chair of the meeting to ensure that the minutes of the meeting are delivered to the Corporate Secretary and presented to the Board of Directors at the next meeting of the Board.

COMMITTEE MEETINGS

Time and Place of Meetings

The Chair of the Committee shall decide the time and place for all meetings. Meetings may further be called by the Chair of the Board, the Lead Independent Director, the Chief Executive Officer of the Corporation, by any member of the Committee, or the external auditors.

Frequency

The Committee shall meet at least quarterly or more frequently as desired or required.

Notice of Meetings

Notice of the time and place of each meeting shall be given to each member by telephone not less than 48 hours before the time of the meeting or by written notice not less than four days before the date of the meeting, provided that the first meeting immediately following a meeting of shareholders at which Directors are elected may be held without notice if a quorum is present. Meetings may be held without notice if the Directors waive or are deemed to waive notice. Attendance at a meeting shall be deemed such waiver unless the attendance is made for the purpose of objecting to the manner in which the meeting was called.

The external auditor(s) are entitled to receive notice of every meeting of the Committee and to attend and be heard at each meeting and to have the opportunity to discuss matters with the independent directors, without the presence of management.

Quorum

A majority of members present in person, by telephone or any combination thereof shall constitute a quorum.

The Committee shall not transact business at a meeting unless 25% of the members present are resident Canadians except where:

- (a) a resident Canadian member who is unable to be present approves in writing or by telephonic, electronic or other communications facilities the business transacted at the meeting; and,



(b) a resident Canadian majority of members would have been present if the absent member had been present.

Any resolution consented to at any time during the Corporation's existence by the signatures of all the members of the Audit Committee is as valid and effective as if passed at a meeting of the members of the Audit Committee duly called, constituted and held for that purpose.

Attendance at Meetings

The Committee from time to time may invite such additional people to attend meetings as it sees fit and such attendees may fully participate in all discussions at such meetings. A member attending by teleconference will be deemed to be in attendance at such meeting.

Minutes

The Chief Financial Officer or Corporate Secretary of the Corporation shall act as secretary for the purpose of recording the minutes of all Committee meetings and those minutes will be approved by the Committee and be submitted to the Corporate Secretary and the Board of Directors at its next meeting for its review.

RESOURCES AND AUTHORITY

The Committee has the authority to:

- (a) conduct any investigation into matters within the scope of its responsibility that it considers appropriate;
- (b) retain, at the expense of the Company, independent counsel and other experts or advisors as considered advisable to assist the Committee in carrying out its duties or to assist in the conduct of an investigation;
- (c) determine and pay the compensation for any independent counsel and other experts or advisors retained by the Committee; and,
- (d) request any senior officer, external auditor or outside counsel for the Company, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee.

RESPONSIBILITIES AND DUTIES

The Audit Committee reports to the Board of Directors and shall advise and make recommendations in its oversight role with respect to the following items:

1. Reviewing and assessing the adequacy of this Charter, at least annually and, where necessary or desirable recommending changes to the Corporate Governance and Nominating Committee; and,
2. Performing such duties as may be required by applicable legislation, regulations and policies including those of the Ontario Securities Commission ("OSC") and the Toronto Stock Exchange ("TSX") as more fully described under the heading "Duties" below.



Duties:

The Committee shall:

Financial Information

- (a) review the quarterly and annual financial statements of the Corporation prior to approval by the Board and disclosure to the public, which review should include discussion with management and external auditors of significant issues regarding the financial results, accounting principles, practices and management estimates and judgments;
- (b) review the quarterly and annual Management's Discussion & Analysis ("MD&A") of the Corporation's current financial results, position and future prospects prior to review and approval by the Board;
- (c) review earnings press releases and earnings guidance press releases;
- (d) discuss significant financial risk exposures and the steps management of the Corporation has taken to monitor, control and report such exposures;
- (e) review with management and the external auditors all matters required to be communicated to the Committee under generally accepted auditing standards;
- (f) review the Corporation's Annual Information Form; and,
- (g) review the process relating to and all certifications of the Chief Executive Officer and the Chief Financial Officer on the integrity of the Corporation's quarterly and annual financial statements as may be required under applicable securities legislation.

Compliance

- (a) review investments and transactions that could adversely affect the well-being of the Corporation which may be brought to its attention by the external auditor(s) or by any officer of the Corporation; and,
- (b) review the period reports on litigation matters.

Internal Controls

- (a) require Corporation management to implement and maintain appropriate internal control procedures over financial reporting and review, evaluate and approve these procedures; and,
- (b) establish procedures for processing complaints regarding accounting, internal controls or auditing matters.



External Auditors

- (a) have responsibility for the oversight of the external auditor(s) who shall report directly to the Committee;
- (b) retain and terminate the Corporation's external auditor(s), subject to shareholder ratification;
- (c) review the annual audit plan and letter(s) of engagement;
- (d) at least annually review the report of the external auditor(s);
- (e) review and recommend to the Board the annual fee for the audit, review the Corporation's audit related expenses and pre-approve permitted non-audit services;
- (f) approve any significant non-audit relationship with the external auditor(s);
- (g) meet with the external auditor(s) and with management to discuss the annual financial statements including the Corporation's disclosure under MD&A; and meet with management, and external auditor(s), if necessary, to discuss the quarterly financial statements, including the Corporation's disclosure under the quarterly MD&A; and,
- (h) review with the external auditor(s) any audit problems or difficulties and management's response.

Reporting / Other Duties

- (a) report to the Board on the proceedings of each Committee meeting and on the Committee's recommendations at the next regularly scheduled Board meeting;
- (b) provide for an open avenue of communication between internal audit, the external auditors and the Board of Directors;
- (c) institute and oversee special investigations as needed; and,
- (d) To perform such other duties as may from time to time be assigned to the Committee by the Board.

ADOPTION

This Committee Charter was adopted by the Board on: March 22, 2018



Appendix A

Definition of Unrelated Director

Unrelated Director

Under the Toronto Stock Exchange rules, "Unrelated Director" means a director who:

- (a) is not a member of management and is free from any interest and any business or other relationship which in the opinion of the Exchange could reasonably be perceived to materially interfere with the director's ability to act in the best interest of the company; and
- (b) is a beneficial holder, directly or indirectly, or is a nominee or associate of a beneficial holder, collectively of 10% or less of the votes attaching to all issued and outstanding securities of the applicant.

The Exchange will consider all relevant factors in assessing the independence of the director. As a general rule, the following persons would not be considered an independent director:

- i) a person who is currently, or has been within the past three years, an officer, employee of or service provider to the company or any of its subsidiaries or affiliates; or
- ii) a person who is an officer, employee or controlling shareholder of a company that has a material business relationship with the applicant.

Independent Director

National Instrument - 52-110

A director is "independent" if he or she has no direct or indirect material relationship with the issuer. The following summarizes the major aspects of National Instrument 52-110 - Audit Committees ("NI52-110") relating to the independence of a director.

Certain Relationships Automatically Exclude a Director From Serving on the Audit Committee

If a director (or a member of the director's immediate family) has a specified type of relationship with the issuer (which includes the issuer's parent and subsidiary entities), then that director will not be considered independent. NI52-110 assumes that the following persons have a material relationship with the issuer (and are therefore precluded from sitting on the audit committee):



Employment Relationships

- an individual who is, or has been within the last three years, employee or executive officer of the issuer or an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
- an individual who, or whose immediate family member, is, or has been within the last three years, an executive officer of another entity if any of the issuer's current executive officers serves or served at that same time on the compensation committee of that entity;
- an individual who received, or whose immediate family member who is employed as an executive officer of the issuer who received, more than C\$75,000 in direct compensation from the issuer during any 12 month period within the last three years (other than remuneration for acting as a member of the board of directors or any board committee of the issuer and fixed amounts received under a retirement plan for prior service with the issuer that is not contingent on continued service);

Relationships with Internal or External Auditors

- an individual who is a partner or employee of the issuer's internal or external auditor or an individual who was within the last three years a partner or employee of the issuer's internal or external auditor and personally worked on the issuer's audit within that time;
- an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual, is (i) a partner of the issuer's internal or external auditor, (ii) an employee of the issuer's internal or external auditor and participates in its audit, assurance or tax compliance (but not tax planning) practice, (iii) or an individual who was within the last three years a partner or employee of the issuer's internal or external auditor and personally worked on the issuer's audit within that time;

Advisory or Consulting Relationships

- an individual who accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than remuneration for acting as a member of the board or any board committee or as a part-time chair or vice-chair of the board or any board committee, including the indirect acceptance of a fee by an individual's spouse, minor child or stepchild, or child or stepchild who shares the individual's home or by an entity in which such individual is a partner, member, officer such as a managing director or executive officer and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer; and,

Relationships with Affiliated Entities

- an individual who is an affiliated entity of the issuer or any of its subsidiary entities, where affiliated entity means a person that has the direct or indirect power to direct or cause the direction of management and the policies of the issuer or any of its subsidiary entities, whether through ownership of voting securities or otherwise (other than an individual who owns, directly or indirectly, ten percent or less of any class of voting securities of the issuer



and is not an executive officer of the issuer) or an individual who is both a director and an employee of an affiliated entity or an executive officer, general partner or managing member of an affiliated entity.

The Materiality of Other Relationships is for the Board to Determine

If a director has a direct or indirect relationship with the issuer, then it will be material if, in the view of the issuer's board of directors, the relationship could reasonably interfere with the exercise of the director's independent judgement. These relationships may include commercial, charitable, industrial, banking, consulting, legal, accounting or familial relationships or any other relationship that the board considers to be material.

Exceptions to the Independence Requirement

NI52-110 provides exemptions from the independence requirements for:

- audit committee members who cease to be independent for reasons outside their control (but only for a limited period of time);
- directors appointed to the audit committee to fill a vacancy resulting from the death, disability or resignation of a member of the audit committee (but only for a limited period of time). The director appointed to fill the vacancy is also temporarily exempt from the financial literacy requirements;
- audit committee members, under exceptional and limited circumstances as determined by the board in its reasonable judgment, who are not consultants or advisors, not an affiliated entity of the issuer or any of its subsidiary entities, not an employee or officer of the issuer or an immediate family member of such and do not act as chair of the audit committee (but only for a maximum period of two years).