



## WALLBRIDGE MINING COMPANY LIMITED (THE "COMPANY")

### AUDIT COMMITTEE CHARTER

This charter (the "**Charter**") sets out the purpose, composition, responsibilities and authority of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Company.

#### Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the external auditor's qualifications, independence and performance;
- the Company's internal controls over financial reporting; and,
- the Company's management of financial and enterprise risks as well as the implementation of policies and standards for monitoring and mitigating identified risks.

#### Composition and Membership

- (a) The Board will appoint the members ("**Members**") of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three Members. Each Member will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company's securities are listed, including section 1.4 of National Instrument 52-110 - Audit Committees. For greater certainty, each Member will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment.
- (c) All Committee Members will be financially literate.
- (d) The Board will appoint one of the Members to act as the chair of the Committee (the "**Chair**"). The Chair will appoint a Member or other person to act as Secretary of the Committee for the purposes of a meeting of the Committee. The minutes of the Committee will be in writing and duly entered into the Company's books, and will be made available to the Board.
- (e) The Committee may delegate any or all of its functions to any of its Members or any sub-set of Members, or other persons, from time to time as it sees fit.

#### Meetings

- (f) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than four (4) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or electronically, by telephone or videoconference.
  - (g) Not less than a majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
  - (h) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.



- (i) In advance of every regular meeting of the Committee, the Chair, with the assistance of the Company's Corporate Secretary as deemed appropriate by the Chair, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

## **Duties and Responsibilities**

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

### **Financial Reporting**

- review the quarterly and annual financial statements of the Company, including major issues regarding accounting principles, financial statement presentation and issues as to the adequacy of the Company's internal controls over financial reporting prior to approval by the Board and disclosure to the public;
- review the quarterly and annual Management's Discussion & Analysis ("MD&A") of the Company's current financial results, position and future prospects prior to review and approval by the Board;
- review earnings press releases and earnings guidance provided to analysts;
- review with management and the external auditor all matters required to be communicated to the Committee under generally accepted auditing standards;
- review the Company's Annual Information Form; and,
- review the process relating to and all certifications of the Chief Executive Officer and the Chief Financial Officer on the integrity of the Company's quarterly and annual financial statements as may be required under applicable securities legislation.

### **Internal Controls**

- require management to implement and maintain appropriate internal control procedures over financial reporting and review, evaluate and approve these procedures; and,
- establish procedures for processing complaints regarding accounting, internal controls or auditing matters, including procedures for confidential, anonymous submissions by employees regarding questionable accounting or auditing matters.
- oversee the Company's Designated Financial Authorities ("DFA") and Treasury policies.

### **External Auditor**

- oversee the external auditor of the Company who shall report directly to the Committee;
- retain and terminate the Company's external auditor, subject to shareholder ratification;
- review the annual audit plan and letter(s) of engagement;
- at least annually review the report of the external auditor;
- review and recommend to the Board the annual fee for the audit, review the Company's audit related expenses and pre-approve permitted non-audit services;
- approve any significant non-audit relationship with the external auditor;
- meet with the external auditor and with management to discuss the quarterly and annual financial statements and MD&A; and,
- review with the external auditor any audit problems or difficulties and management's response.

### **Oversight of Risk Management**

- monitor and report to the Board on the Company's processes for identifying, assessing and mitigating financial, operational, legal and compliance and security risks, including cybersecurity.
- primary responsibility for ensuring that appropriate processes and procedures are in place to enable the reporting of Accounting Complaints and Ethics Complaints, on an anonymous basis, by employees (the Company's Whistleblower Policy).



### **Other Duties**

- report to the Board on the proceedings of each Committee meeting and on the Committee's recommendations at the next regularly scheduled Board meeting;
- provide for an open avenue of communication between internal audit, the external auditors and the Board of Directors;
- (j) Direct and supervise the investigation into any matter brought to its attention within the scope of its duties; and,
- (k) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein or as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

### **Reporting**

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting.

### **Access to Information and Authority**

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

### **Review of Charter**

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated:	March 18, 2021
Approved by:	Audit Committee Board of Directors