

Audit Committee Charter

The Audit Committee is responsible for:

- ensuring that processes are in place and monitoring those processes so that the Board is properly and regularly informed and updated on corporate financial matters;
- recommending the appointment and approval of the independent auditor and the nature, scope and cost of the audit and for rotation of the auditor or audit partner at least every five years;
- meeting regularly to monitor and review the independent and internal auditing practices;
- having direct communication with and unrestricted access to the independent auditor and any internal auditors and accountants;
- reviewing the financial reports and advising all Directors whether they comply with the appropriate laws and regulations and are adequate for shareholder needs;
- reviewing the effectiveness of internal control systems; and
- considering actual or potential conflicts of interest and reporting on them to the full Board.

Membership

Membership will be restricted to non-executive Directors.

The minimum number of members shall be three. A quorum shall be two members.

The Board will consider corporate governance guideline suggestions for a majority of members to be Independent Directors.

At least one member of the Audit Committee shall have an accounting or financial background.

Relationship with Independent Auditor

The Committee will recommend to the Board processes to ensure that communication is sustained with the independent auditor in order to:

- Ensure that the ability and independence of the auditors to carry out their statutory role is not impaired, or could reasonably be perceived to be impaired;
- Address what, if any, services other than in their statutory audit role may be provided by the auditors;

- Provide for the monitoring and approval by the Audit Committee of any service provided by the auditors to the company other than in their statutory role.

Committee Process

The Committee shall meet as often as necessary to undertake its role effectively, but not less than two times each year.

The Chief Executive and shall attend all routine meetings but shall not be considered a member of the Committee. The Committee Chair shall arrange for the Committee to meet privately when required. The Committee may ask any person to withdraw from any part of any meeting if issues personal to him or her are being discussed.

The Committee shall ensure that minutes of each meeting are circulated to the full Board at its next meeting.

The performance of the Committee's responsibilities and this Charter will be reviewed by the Committee at least annually and reported to the Board with recommendations for change, if any.