Audit Committee Chair Job description

This job description specifies the responsibilities of audit committee chairs. It includes: duties, leadership, ethics, governance, meetings, education, ethics, and more.

The chairman (the "Chair") of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of . (the "Corporation") has the responsibilities and specific duties described below.

APPOINTMENT AND QUALIFICATION

The Chair will be a duly elected member of the Board and appointed by the Board as Chair of the Committee for a one-year term, with such appointment being effective at the first meeting of the Board following the annual meeting of shareholders (except when a vacancy is being filled). The Chair will be independent as defined in National Instrument 52-110 of the Canadian Securities Administrators. He or she will have such competencies and skills as may be determined by the Board.

RESPONSIBILITIES

The Chair provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in the Audit Committee Charter (the "Committee Charter").

SPECIFIC DUTIES

In addition to the Chair's responsibilities as a member of the Board, responsibilities set out in the Committee Charter and specific duties assigned by the Board from time to time, the Chair:

Leadership

1. provides overall leadership to enhance the effectiveness of the Committee;

2. takes reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in the Committee Charter, are well understood by Committee members and executed as effectively as possible;

Ethics

3. fosters effective, ethical and responsible decision-making by the Committee and its individual members;

Governance of the Committee

4. oversees all aspects of the Committee's direction and administration in fulfilling the terms of the Committee Charter;

5. with input from the Board, oversees the structure, size, composition, membership (including independence and financial literacy) and activities delegated to the Committee;

6. bring to the attention of the Board, if the Committee is not composed entirely of independent directors in accordance with National Instrument 52-110 and applicable law, so that the Board can determine what action should be taken (e.g., removal, seek an available exemption);

Meetings of the Committee

7. ensures that the Committee meets as many times as necessary to carry out its duties effectively, as determined in accordance with the Committee Charter;

8. together with the Chairman of the Board, members of senior management and outside advisors, as appropriate, establishes the agenda for each Committee meeting;

9. chairs all meetings of the Committee, including in camera sessions;

10. ensures there is sufficient time during Committee meetings to fully discuss agenda items and facilitate discussion on all business set out in the agenda, seeking to bring matters to resolution as required;

11. encourages Committee members to ask questions and express viewpoints during meetings;

12. ensures that the Committee meets in separate, regularly scheduled, non-management, in camera sessions;

13. ensures that the Committee meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate;

Committee Reporting

14. following each meeting of the Committee, reports to the Board on the activities, findings and any recommendations of the Committee;

15. ensures that Committee meeting minutes and other materials are available to any of the members of the Board upon request;

Committee/Management Relationships

16. takes reasonable steps to ensure that Committee members receive written information and are exposed to presentations from senior management to fulfill the Committee Charter;

17. facilitates effective communication between Committee members and senior management, both inside and outside of Committee meetings;

18. has an effective working relationship with members of senior management;

Education

19. monitors recent developments and best practices relating to the Committee's mandate and provides information and guidance to the Committee regarding such developments and practices and their potential adoption by the Corporation;

Evaluation

20. ensures that a performance evaluation of the Committee and the Chair is conducted, soliciting input from all Committee members, other members of the Board and appropriate members of senior management;

Advisors/Resources

21. ensures that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently;

22. coordinates with the Committee to retain, oversee and compensate independent advisors to assist the Committee in its activities; and Other

23. carries out any other appropriate duties and responsibilities delegated by the Board or the Committee.