

Audit Committee Charter

May 2025

1. OVERALL PURPOSE / OBJECTIVES

The audit committee (the “Audit Committee” or “Committee”) of the board of directors (the “Board”) is established by the Board and is responsible for assisting the Board with respect to independent review and oversight of the Company’s financial reporting process, the system of internal control and management of financial risks, and the audit process, including the nomination, oversight and compensation of the Company’s external auditors. The Audit Committee will also assist the Board in fulfilling its responsibilities in reviewing the Company’s process for monitoring compliance with laws and regulations and the Company’s Employee Code of Conduct.

2. AUTHORITY

The Board authorizes the Audit Committee, within the scope of its responsibilities to seek any information it requires from any officer or employee and from external parties and following appropriate consultation with the Board Chair to retain independent external legal or professional counsel and other experts at the Company’s expense and to require the attendance of Company officers at meetings as appropriate. The Board has delegated the approval of the interim financial statements and related MD&A to the Audit Committee. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, internal audit and the Company’s external auditors.

3. ORGANIZATION

3.1 Membership

- 3.1.1 The Audit Committee shall be comprised of at least three members of the Board. Each Audit Committee member shall be “independent” according to all applicable standards of independence under applicable laws, regulations, rules and stock exchange requirements or guidelines.
- 3.1.2 All members shall, to the satisfaction of the Board, be financially literate. For this purpose, “financially literate” has the meaning in applicable securities legislation.
- 3.1.3 At least one member of the Committee shall have accounting or related financial management expertise, as the Board interprets such qualification in its business judgement.
- 3.1.4 The chair of the Audit Committee (the “Chair”) will be appointed by the Board, and in his or her absence, nominated by the Audit Committee from time to time.
- 3.1.5 No business may be transacted by the Committee at a meeting, unless a quorum is present. A quorum for any meeting will be a majority of the members.

3.2 Attendance at Meetings

- 3.2.1 Meetings shall be held not less than four times a year. Special meetings shall be convened as required. The Chair or any two members of the Committee may call a meeting. Either auditors or management may request that the Audit Committee convene a meeting if they consider that it is necessary.

- 3.2.2 The Audit Committee may invite such other persons to its meetings as it deems appropriate.
- 3.2.3 The external auditors will be present at each quarterly Audit Committee meeting, unless otherwise requested by the Chair, and are expected to provide comment on the financial statements and their work in relation to the financial statements and other disclosure documents in accordance with their professional standards. The auditors will also have direct access to the Audit Committee without the need to use management as a conduit.
- 3.2.4 The proceedings of all meetings will be minuted.
- 3.2.5 The secretary for meetings of the Committee will be appointed by the Chair.

3.3 Role of Chair

The Chair of the Audit Committee shall preside over meetings of the Audit Committee, assist in co-ordination of the agenda and materials for Audit Committee meetings, co-ordinate the discharge of the Audit Committee's responsibilities under this Charter and provide reports of the Audit Committee to the Board.

4. ROLES AND RESPONSIBILITIES

The Audit Committee will:

- 4.1 review with the auditors and management the adequacy and effectiveness of the Company's controls over financial reporting;
- 4.2 make inquiries of management, internal audit and the external auditors to gain an understanding of the current areas of greatest financial risk and review with management the Company's strategies for the management of significant financial risk and contingent liabilities (including the use of hedges and derivative instruments) with a view to assessing whether management is managing those risks effectively;
- 4.3 shall review and approve on an annual basis the mandate and annual internal audit plan of the internal audit department and discuss with management the internal audit budget and staffing. The Committee shall review the effectiveness and recommend management to make changes it deems advisable in respect of the internal audit function;
- 4. recommend to the Board management policies relating to maintaining and improving the financial health and integrity of the Company;
- 4.5 review the confirmation of compliance with the Company's policies on controls over financial reporting;
- 4.6 review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements;
- 4.7 review the effectiveness of the treasury function, including risk management and compliance with treasury policies and procedures, and the adequacy of the Company's ratings, given its ongoing business and financial outlook;
- 4.8 review any legal matters which could significantly impact the financial statements and meet with external counsel whenever deemed appropriate;
- 4.9 meet with management and the external auditors to review, and approve the quarterly interim financial statements, including management's discussion and analysis ("MD&A"), as well as earnings press releases;

- 4.10 meet with management and the external auditors to review, and, if appropriate, recommend to the Board for approval, the audited annual financial statements, MD&A and earnings press releases;
- 4.11 be satisfied adequate procedures are in place for the review of the public disclosure of financial information extracted or derived from the issuer's financial statements and periodically assess the adequacy thereof;
- 4.12 oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- 4.13 review the external auditors' proposed audit scope and approach;
- 4.14 review the performance of the external auditors;
- 4.15 approve any permissible non-audit engagements of the external auditor in accordance with applicable laws and policies;
- 4.16 consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee will obtain from the external auditors, on an annual basis, a formal written statement delineating all relationships between the external auditors and the Company which could be seen to bear on the independence of the auditors;
- 4.17 monitor compliance with hiring policies for employees or former employees of the external auditors;
- 4.18 make recommendation to the Board regarding the selection, evaluation, and, if and when appropriate, replacement of the external auditors, subject to approval of shareholders as required by applicable law;
- 4.19 review and approve the appropriate audit engagement fees for the external auditors, and recommend to the Board such fees for approval;
- 4.20 require that the external auditors report directly to the Audit Committee and are made accountable to the Board and the Audit Committee;
- 4.21 meet separately with the external auditors, at least quarterly, without management present to discuss any matters that the Audit Committee or external auditors believe should be discussed privately, including the results of the external auditors' review of the adequacy and effectiveness of the Company's accounting and financial controls;
- 4.22 endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors, if applicable;
- 4.23 obtain regular updates from management regarding compliance matters from the Chief Financial Officer as to required statutory payments and bank covenant compliance;
- 4.24 monitor compliance with the Company's Employee Code of Conduct;
- 4.25 make the Board aware of matters which may significantly impact the financial condition or affairs of the business;
- 4.26 perform other functions as requested by the Board;
- 4.27 annually review and update the Audit Committee Charter and recommend approval of such changes from the Board; and
- 4.28 review and recommend changes to the Company's specific whistleblowing procedures

for the receipt, retention and treatment of complaints and/or allegations regarding the Company's accounting, internal accounting controls and auditing matters. These procedures will include, among other things, provisions for the confidential treatment of complaints and/or allegations and anonymity for employees desiring to make submissions. The details of such whistleblower procedures will be described in the Company's Code of Conduct and available on the Company's website.

- 4.29 The Audit Committee shall review and discuss with the external auditors any issuer-specific findings from inspections conducted by the Canadian Public Accountability Board (CPAB) that are communicated to the Committee. The Committee shall consider these findings in assessing the quality of the external audit and take appropriate action as necessary to address any identified issues.
- 4.30 The Audit Committee shall conduct an annual self-assessment of its performance, including a review of its compliance with this Charter and an evaluation of its effectiveness in fulfilling its responsibilities.
- 4.31 The Audit Committee shall ensure that its members receive ongoing education and training to maintain their financial literacy and stay informed about emerging risks, regulatory developments, and other relevant topics.

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