

## Chair of the Audit Committee

### Summary

The Chair will provide leadership to the Audit Committee in discharging its mandate in an effective manner.

### Major Duties and Responsibilities

- Promotes a thorough understanding by the members of the Audit Committee, management, the Company's internal auditor and the external auditor of (i) the duties and responsibilities of the committee; and (ii) the relationship between the Audit Committee, the Company, the internal auditor and the external auditor
- Acts as liaison between the Audit Committee and each of the Company's management, the internal auditor and the external auditor and promotes open and constructive discussion between members of the committee and each of these parties
- Organizes the agenda for, frequency of, preparation for, and the conduct of, Audit Committee meetings
- Chairs Audit Committee meetings
- Fosters an atmosphere at Audit Committee meetings conducive to open discussion and debate
- Manages the quality, quantity and timeliness of the information that goes to the Board of Directors with respect to the Audit Committee and related matters
- Provides arrangements for members of the Board of Directors to communicate with the Chair formally and informally concerning matters of interest or concern to Board of Directors members
- Promotes the proper flow of information to the members of the Audit Committee to keep the Audit Committee apprised of all matters which are material to the Company at all times
- The Chair will perform such other functions as may be ancillary to his/her duties or responsibilities to fulfill the mandate of the Audit Committee or as may be delegated by the Board of Directors