

**TERMS OF REFERENCE FOR THE AUDIT COMMITTEE**

**I. PURPOSE**

The Audit Committee is a committee of the Board of Directors (the “Board”) of Silver Wheaton Corp. (“Silver Wheaton” or the “Company”). The primary function of the Audit Committee is to assist the Board in fulfilling its financial reporting and controls responsibilities to the shareholders of the Company and the investment community. The external auditors will report directly to the Audit Committee. The Audit Committee’s primary duties and responsibilities are:

- A.** overseeing the integrity of the Company’s financial statements and reviewing the financial reports and other financial information provided by the Company to any governmental body or the public and other relevant documents;
- B.** assisting the Board in oversight of the Company’s compliance with legal and regulatory requirements;
- C.** recommending the appointment and reviewing and appraising the audit efforts of the Company’s independent auditor, overseeing the non-audit services provided by the independent auditor, overseeing the independent auditor’s qualifications and independence and providing an open avenue of communication among the independent auditor, financial and senior management and the Board of Directors;
- D.** assisting the Board in oversight of the performance of the Company’s internal audit function;
- E.** serving as an independent and objective party to oversee and monitor the Company’s financial reporting process and internal controls, the Company’s processes to manage business and financial risk, and its compliance with legal, ethical and regulatory requirements;
- F.** preparing Audit Committee report(s) as required by applicable regulators; and
- G.** encouraging continuous improvement of, and fostering adherence to, the Company’s policies, procedures and practices at all levels.

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### II. COMPOSITION AND MEETINGS

- A. The Committee shall operate under the guidelines applicable to all Board committees, which are located in Tab A-6, Board Guidelines.
- B. The Audit Committee shall be comprised of at least three directors, all of whom are “independent” as such term is defined in the Board Guidelines (Tab A-8, Appendix).
- C. In addition, unless otherwise authorized by the Board, no director shall be qualified to be a member of the Audit Committee if such director (i) is an “affiliated person”, as defined in Schedule A, or (ii) receives (or his/her immediate family member or the entity for which such director is a director, member, partner or principal and which provides consulting, legal, investment banking, financial or other similar services to the Company), directly or indirectly, any consulting, advisory, or other compensation from the Company other than compensation for serving in his or her capacity as member of the Board and as a member of Board committees.
- D. All members shall, to the satisfaction of the Board of Directors, be “financially literate” as defined in Schedule A, and at least one member shall have accounting or related financial management expertise to qualify as a “financial expert” as defined in Schedule A.
- E. If a Committee member simultaneously serves on the audit committees of more than three public companies, the Committee shall seek the Board’s determination as to whether such simultaneous service would impair the ability of such member to effectively serve on the Company’s audit committee and ensure that such determination is disclosed.
- F. The Committee shall meet at least four times annually, or more frequently as circumstances require. The Committee shall meet within 45 days following the end of each of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related MD&A and shall meet within 90 days following the end of the fiscal year end to review and discuss the audited financial results for the year and related MD&A prior to their publishing.

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- G.** The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their audit related duties, members of the Committee shall have full access to all corporate information and shall be permitted to discuss such information and any other matters relating to the financial position of the Company with senior employees, officers and independent auditors of the Company.
- H.** As part of its job to foster open communication, the Committee should meet at least quarterly with management and the independent auditor in in-camera sessions, and as determined in the discretion of the Committee with the head of internal Audit, to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least its Chair should meet with the independent auditor and management quarterly to review the Company's financial statements.
- I.** Each of the Chairman of the Committee, members of the Committee, Chairman of the Board, independent auditors, Chief Executive Officer, Chief Financial Officer or Secretary shall be entitled to request that the Chairman of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request.

### III. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

- A.** Create an agenda for the ensuing year.
- B.** Review and update this Charter at least annually, as conditions dictate.
- C.** Describe briefly in the Company's annual report and more fully in the Company's Management Information Circular the Committee's composition and responsibilities and how they were discharged.

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### D. Documents/Reports Review

- i) Review with management and the independent auditors, the Company's interim and annual financial statements, management discussion and analysis, earnings releases and any reports or other financial information to be submitted to any governmental and/or regulatory body, or the public, including any certification, report, opinion, or review rendered by the independent auditor for the purpose of recommending their approval to the Board prior to their filing, issue or publication. The Chair of the Committee may represent the entire Committee for purposes of this review in circumstances where time does not allow the full Committee to be available.
- ii) Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- iii) Review the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Company.
- iv) Review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures related to executive travel and entertainment, and review the results of the procedures performed in these areas by the independent auditor, based on terms of reference agreed upon by the independent auditor and the Audit Committee.
- v) Review expenses of the Board Chair and CEO annually.
- vi) Ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the issuer's financial statements, as well as review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess the adequacy of those procedures.

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### E. Independent Auditor

- i) Recommend to the Board and approve the selection of the independent auditor, consider the independence and effectiveness and approve the fees and other compensation to be paid to the independent auditor.
- ii) Monitor the relationship between management and the independent auditor including reviewing any management letters or other reports of the independent auditor and discussing any material differences of opinion between management and the independent auditor.
- iii) Review and discuss, on an annual basis, with the independent auditor all significant relationships they have with the Company to determine their independence and report to the Board of Directors.
- iv) Review and approve requests for any non-audit services to be performed by the independent auditor and be advised of any other study undertaken at the request of management that is beyond the scope of the audit engagement letter and related fees. Pre-approval of non-audit services is satisfied if:
  - a) The aggregate amount of non-audit services not pre-approved expected to constitute no more than 5% of total fees paid by issuer and subsidiaries to external auditor during fiscal year in which the services are provided;
  - b) the Company or a subsidiary did not recognize services as non-audit at the time of the engagement; and
  - c) the services are promptly brought to Committee's attention and approved prior to completion of the audit.
- v) Ensure disclosure of any specific policies or procedures adopted by the Committee to satisfy pre-approval requirements for non-audit services by the Company's external auditor.
- vi) Review the relationship of non-audit fees to audit fees paid to the independent Auditor to ensure that auditor independence is maintained.

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- vii) Ensure that both the audit and non-audit fees are disclosed to shareholders by category.
- viii) Review the performance of the independent auditor and approve any proposed discharge and replacement of the independent auditor when circumstances warrant. Consider with management and the independent auditor the rationale for employing accounting/auditing firms other than the principal independent auditor.
- ix) At least annually, consult with the independent auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the organization's financial statements. Particular emphasis should be given to the adequacy of internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper.
- x) Arrange for the independent auditor to be available to the Audit Committee and the full Board as needed. Ensure that the auditors report directly to the Audit Committee and are made accountable to the Board and the Audit Committee, as representatives of the shareholders to whom the auditors are ultimately responsible.
- xi) Oversee the work of the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.
- xii) Ensure that the independent auditors are prohibited from providing the following non-audit services and determining which other non-audit services the independent auditors are prohibited from providing:
  - a) bookkeeping or other services related to the accounting records or financial statements of the Company;
  - b) financial information systems design and implementation;
  - c) appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

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- d) actuarial services;
  - e) internal audit outsourcing services;
  - f) management functions or human resources;
  - g) broker or dealer, investment adviser or investment banking services;
  - h) legal services and expert services unrelated to the audit; and
  - i) any other services which the Public Company Accounting Oversight Board determines to be impermissible.
- xiii) Approve any permissible non-audit engagements of the independent auditors, in accordance with applicable legislation.

**F. Internal Auditors**

- i) Review the effectiveness and independence of the internal auditor function;
- ii) Review and approve the scope of the proposed internal audit plan and ensure it addresses key areas of risk;
- iii) Periodically review:
  - a) progress on the internal audit plan, including any significant changes to it;
  - b) significant internal audit findings, including issues relating to the adequacy of internal control over financial reporting;
  - c) any significant internal fraud issues; and
- iv) Ensure the internal audit's significant findings and recommendations are received, discussed and appropriately acted upon by management.

**G. Financial Reporting Processes**

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- i) Periodically review the adequacy and effectiveness of the company's disclosure controls and procedures and the Company's internal control over financial reporting, including any significant deficiencies and significant changes in internal controls.
- ii) Understand the scope of the independent auditor's examination and report on the Company's assessment of internal control over financial reporting and review and discuss significant findings and recommendations, together with management's responses.
- iii) Consider the independent auditor's judgments about the quality and appropriateness, not just the acceptability, of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, particularly about the degree of aggressiveness or conservatism of its accounting principles and underlying estimates and whether those principles are common practices or are minority practices.
- iv) Consider and approve, if appropriate, major changes to the Company's accounting principles and practices as suggested by management with the concurrence of the independent auditor and ensure that the accountants' reasoning is described in determining the appropriateness of changes in accounting principles and disclosure.

### H. Process Improvement

- i) Discuss with independent auditors (i) the auditors' internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, or by any inquiry of investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues.
- ii) Reviewing and approving hiring policies for employees or former employees of the past and present independent auditors.
- iii) Establish regular and separate systems of reporting to the Audit Committee by each of management and the independent auditor regarding any significant judgments made in management's

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- preparation of the financial statements and the view of each as to appropriateness of such judgments.
- iv) Review the scope and plans of the independent auditor's audit and reviews prior to the audit and reviews being conducted. The Committee may authorize the independent auditor to perform supplemental reviews or audits as the Committee may deem desirable.
  - v) Following completion of the annual audit and quarterly reviews, review separately with each of management and the independent auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and reviews, including any restrictions on the scope of work or access to required information and the cooperation that the independent auditor received during the course of the audit and reviews.
  - vi) Review any significant disagreements among management and the independent auditor in connection with the preparation of the financial statements.
  - vii) Where there are significant unsettled issues the Committee shall ensure that there is an agreed course of action for the resolution of such matters.
  - viii) Review with the independent auditor and management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.
  - ix) Review activities, organizational structure, and qualifications of the CFO and the staff in the financial reporting area and see to it that matters related to succession planning within the Company are raised for consideration at the full Board.

### **I. Ethical and Legal Compliance**

- i) Review management's monitoring of the Company's system in place to ensure that the Company's financial statements, reports

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and other financial information disseminated to governmental organizations, and the public satisfy legal requirements.

- ii) Review, with the Company's counsel, legal and regulatory compliance matters, including corporate securities trading policies, and matters that could have a significant impact on the organization's financial statements.
- iii) Review implementation of compliance with the Sarbanes-Oxley Act, Ontario Securities Commission requirements and other legal requirements.
- iv) Ensure that the CEO and CFO provide written certification with annual and interim financial statements and interim MD&A and the Annual Information Form.

### **J. Risk Management**

- i) Make inquiries of management and the independent auditors to identify significant business, political, financial and control risks and exposures and assess the steps management has taken to minimize such risk to the Company.
- ii) Ensure that the disclosure of the process followed by the Board and its committees, in the oversight of the Company's management of principal business risks, is complete and fairly presented.
- iii) Review management's program of risk assessment and steps taken to manage these risks and exposures, including insurance coverage.

### **K. General**

- i) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants and other professionals to assist it in the conduct of any investigation.
- ii) The Committee may, from time to time, engage and set the compensation for outside consultants, advisors or other resources with the approval of the Board Chair in consultation with the CEO.

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- iii) The Company must provide funding for the Committee to pay ordinary administrative expenses that are necessary for the Committee to carry out its duties.
- iv) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- v) Ensure disclosure in the Annual Information Form if, at any time since the commencement of most recently completed financial year, the issuer has relied on any possible exemptions for Audit Committees.
- vi) Perform any other activities consistent with this Charter, the Company's Articles and By-laws and governing law, as the Committee or the Board deems necessary or appropriate.

**IV. ACCOUNTABILITY**

- A.** The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on audit and financial matters relative to the Company.
- B.** The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.
- C.** The minutes of the Audit Committee should be filed with the Corporate Secretary.

**V. COMMITTEE TIMETABLE**

The timetable on the following pages outlines the Committee's schedule of activities during the year.

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	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
A. Create agenda for ensuing year.											✓	
B. Review and update Committee Charter											✓	
C. Committee Report for annual report and management information circular		✓										
D. Documents/Reports Review												
i) Review with management and independent auditors, interim and annual financial statements, MD&A, earnings releases and any reports or other financial information to be submitted to any governmental and/or regulatory body, or the public and recommend approval to Board		✓			✓			✓			✓	
ii) Review analyses prepared by management and/or independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements		✓			✓			✓			✓	
iii) Review effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements		✓										
iv) Review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, and review results of procedures performed in these areas by the independent auditor		✓										
v) Review Board Chair & CEO expenses		✓										
vi) Ensure adequate procedures are in place to review disclosure of financial information extracted or derived from financial statements, and review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess adequacy of those procedures											✓	

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	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
E. Independent Auditor												
i) Recommend independent auditor to Board and consider independence and effectiveness and approve compensation for independent auditor											✓	
ii) Monitor relationship between management and independent auditor		✓			✓			✓			✓	
iii) Review and discuss with independent auditor all significant relationships they have with the Company to determine their independence, and report to Board											✓	
iv) Review and approve requests for non-audit services to be performed by independent auditor & be advised of any study undertaken at request of management beyond scope of audit engagement letter and related fees				As Required								
v) Ensure disclosure of policies or procedures adopted to satisfy pre-approval requirements for non-audit services by independent auditor		✓										
vi) Review relationship of non-audit fees to audit fees paid to independent auditor		✓										
vii) Ensure audit and non-audit fees are disclosed by category		✓										
viii) Review independent auditor performance and approve any proposed discharge and replacement of independent auditor. Consider with management and independent auditor the rationale for employing accounting/auditing firms other than the principal independent auditor											✓	
ix) Consult with independent auditor out of presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the organization's financial statements		✓			✓			✓			✓	

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	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
x) Arrange for independent auditor to be available to the Committee and Board. Ensure independent auditors report directly to the Committee and are made accountable to the Board and the Audit Committee		✓			✓			✓			✓	
xi) Oversee independent auditors		✓			✓			✓			✓	
xii) Ensure independent auditors are prohibited from providing certain non-audit services		✓			✓			✓				
<b>F. Internal Auditors</b>												
i) Review effectiveness and independence of the internal auditor function		✓										
ii) Review and approve the scope of the proposed internal audit plan and ensure it addresses key areas of risk		✓										
iii) Periodically review: a) progress on the internal audit plan, including any significant changes to it; b) significant internal audit findings, including issues relating to the adequacy of internal control over financial reporting; and c) any significant internal fraud issues		✓										
iv) Ensure the internal audit's significant findings and recommendations are received, discussed and appropriately acted upon by management.		✓			✓			✓			✓	
<b>G. Financial Reporting Processes</b>												
i) Periodically review the adequacy and effectiveness of the Company's disclosure controls and procedures and the Company's internal control over financial reporting, including any significant deficiencies and significant changes in internal controls		✓										

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	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
ii) Understand the scope of the independent auditor's examination and report on the company's assessment of internal control over financial reporting and review and discuss significant findings and recommendations, together with management's responses.		✓			✓			✓			✓	
iii) Consider independent auditor's judgments about quality and appropriateness of accounting principles and financial disclosure practices		✓			✓			✓			✓	
iv) Consider and approve any major changes to accounting principles and practices		✓			✓			✓			✓	
<b>H. Process Improvement</b>												
i) Discuss with independent auditors' report (i) auditors' internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, or by any inquiry of investigation by governmental or professional authorities, within the preceding 5 years, respecting independent audits carried out by auditors and steps taken to deal with such issues		✓										
ii) Review and approve hiring policies for employees or former employees of the past and present independent auditors		✓										
iii) Establish reporting system for management and independent auditor regarding significant judgments made in management's preparation of financial statements		✓			✓			✓			✓	
iv) Review scope and plans of independent auditor's audit and reviews		✓			✓			✓			✓	

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	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
v) Review with management and independent auditor significant changes to planned procedures, difficulties encountered during course of audit and reviews, and cooperation received by independent auditor during course of audit and reviews		✓			✓			✓			✓	
vi) Review significant disagreements among management and independent auditor connected with financial statement preparation		✓			✓			✓			✓	
vii) Ensure course of action for resolving significant unsettled issues		✓			✓			✓			✓	
viii) Review with independent auditor and management significant findings and the extent to which changes or improvements in financial or accounting practices have been implemented		✓										
ix) Review activities, organizational structure, and qualifications of CFO and financial reporting staff and ensure matters related to succession planning are raised with Board											✓	
<b>I. Ethical and Legal Compliance</b>												
i) Review management's monitoring system for ensuring financial statements, reports and other financial information disseminated to governmental organizations, and the public satisfy legal requirements		✓										
ii) Review with counsel, legal and regulatory compliance matters and matters that could have significant impact on financial statements		✓										
iii) Review implementation of compliance with SOX and OSC requirements		✓			✓			✓			✓	
iv) Ensure CEO and CFO certify annual and interim financial statements and interim and annual MD&A		✓			✓			✓			✓	

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	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>J. Risk Management</b>												
i) Inquire of management and independent auditors to identify significant business, political, financial and control risks and exposures and assess the steps management has taken to minimize such risk		✓										
ii) Ensure disclosure of process followed by Board and committees for oversight of management of principal business risks, is complete and fairly presented		✓										
iii) Review management's risk assessment program and steps taken to manage risks and exposures		✓										
<b>K. General</b>												
i) Conduct or authorize investigations into matters within the Committee's scope of responsibilities										As Required		
ii) Engage and set compensation for outside consultants, advisors										As Required		
iii) Acquire funding from the Company to pay for ordinary administrative expenses										As Required		
iv) Establish procedures for receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters; and for anonymous submission by employees of concerns regarding questionable accounting or auditing matters		✓										
v) Ensure disclosure in AIF if any possible exemptions for Audit Committees have been used			✓									
vi) Assess adequacy of these terms of reference and recommend to Board		✓										
vii) Conduct annual self-evaluation and report to Board		✓										

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**Appendix One: Definitions Related to Audit Committee Composition**

**Affiliated Person under SEC Rules**

An “affiliated person”, in accordance with the rules of the United States Securities and Exchange Commission adopted pursuant to the *Sarbanes-Oxley Act*, means a person who directly or indirectly controls the Company, or a director, executive officer, partner, member, principal or designee of an entity that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Company.

**Financial Literacy Under Multilateral Instrument 52-110**

“Financially literate”, in accordance with MI 52-110, means that the director has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

**Financial Expert Under SEC Regulation S-K**

A person will qualify as “financial expert” if he or she possesses the following attributes:

- a) an understanding of financial statements and generally accepted accounting principles;
- b) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities;
- d) an understanding of internal controls and procedures for financial reporting; and
- e) an understanding of audit committee functions.

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**Appendix One: Definitions Related to Audit Committee Composition**

A person shall have acquired such attributes through:

- a) education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;
- b) experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;
- c) experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
- d) other relevant experience.

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**Appendix Two: Disclosure Items Under Audit Committee Responsibility under  
 CSA MI 52-110 and NYSE Rule 303A**

<b>Item</b>		<b>CSA*</b>	<b>NYSE**</b>	
Ensure that the CEO's Terms of Reference include responsibility to make annual and interim written affirmations regarding the Audit Committee, and ensure that such written affirmations are submitted as required.			√	
Disclose the text of the Audit Committee's charter.		√		
Disclose names of committee members and state whether or not each is (i) independent and (ii) financially literate. Describe each member's education and experience relevant to responsibilities.		√		
Disclose whether, at any time since the commencement of most recently completed financial year, the Company has relied on any possible exemptions for Audit Committees.		√		
If, at any time since the commencement of the issuer's most recently completed financial year, a recommendation of the audit committee to nominate or compensate an external auditor was not adopted by the board of directors, state that fact and why.		√		
Disclose by category how much the auditor is paid for consulting and other services.		√		
Disclose any specific policies or procedures adopted by the Audit Committee for pre-approval of non-audit services by the external auditor.		√		
Prepare and disclose any Audit Committee reports required by applicable regulators.		√		