

**FORM 52-110F2**  
**DISCLOSURE BY VENTURE ISSUERS**

**1. The Audit Committee's Charter**

Disclose the text of the audit committee's charter.

**2. Composition of the Audit Committee**

Disclose the name of each audit committee member and state whether or not the member is (i) independent and (ii) financially literate.

**3. Audit Committee Oversight**

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 explain why.

**4. Reliance on Certain Exemptions**

If, at any time since the commencement of the issuer's most recently completed financial year, the issuer has relied on

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*), or
- (b) an exemption from this Instrument, in whole or in part, granted under Part 8 (*Exemptions*),

state that fact.

**5. Pre-Approval Policies and Procedures**

If the audit committee has adopted specific policies and procedures for the engagement of non-audit services, describe those policies and procedures.

**6. External Auditor Service Fees (By Category)**

- (a) Disclose, under the caption "Audit Fees", the aggregate fees billed by the issuer's external auditor in each of the last two fiscal years for audit fees.
- (b) Disclose, under the caption "Audit-Related Fees", the aggregate fees billed in each of the last two fiscal years for assurance and related services by the issuer's external auditor that are reasonably related to the performance of the audit or review of the issuer's financial statements and

are not reported under clause (a) above. Include a description of the nature of the services comprising the fees disclosed under this category.

- (c) Disclose, under the caption “Tax Fees”, the aggregate fees billed in each of the last two fiscal years for professional services rendered by the issuer’s external auditor for tax compliance, tax advice, and tax planning. Include a description of the nature of the services comprising the fees disclosed under this category.
- (d) Disclose, under the caption “All Other Fees”, the aggregate fees billed in each of the last two fiscal years for products and services provided by the issuer’s external auditor, other than the services reported under clauses (a), (b) and (c), above. Include a description of the nature of the services comprising the fees disclosed under this category.

*INSTRUCTION*

*The fees required to be disclosed by this paragraph 5 relate only to services provided to the issuer or its subsidiary entities by the issuer’s external auditor.*

**7. Exemption**

Disclose that the issuer is relying upon the exemption in section 6.1 of the Instrument.