

**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 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 venture 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, disclose that fact and explain why.

**4. 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.

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

- (a) Disclose, under the caption "Audit Fees", the aggregate fees billed for each of the last two fiscal years for professional services rendered by an external auditor for the audit and review of the venture issuer's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.
- (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 an external auditor that are reasonably related to the performance of the audit or review of the venture 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 an 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 an 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.

**6. Exemption**

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