

Audit & Risk Committee Mandate

The role of the Audit & Risk Committee is to provide oversight with respect to employment, compensation and oversight of the Company's independent auditor and enterprise risk management. The Committee also have the responsibility in carrying out its oversight responsibilities relating to the Company's financial, accounting and reporting processes, internal accounting and financial controls, fairness of transactions between the Company and related parties and risk related events impacting the business, and the Company's compliance with related regulatory and legal requirements. The Committee will regularly assess, monitor and make recommendations on behalf of the EAU Board. The Committee will have the following responsibilities: sole authority to appoint or replace the independent auditor, compensation and oversight of the independent auditor including resolving difference of opinion between senior management and the work of the independent auditor regarding financial reporting for the purpose of preparing an audit report, approve in advance all permitted non-audit and audited services with the independent auditor. The Committee shall annually review and evaluate the qualifications of the independent auditor. The Committee shall review an annual report from the independent auditor on the internal quality control procedures including any material issues. The Committee shall oversee the implementation of appropriate information technology systems for the Company with respect to enterprise risk management and proper financial reporting and compliance. The Committee will undertake risk assessments annually and will discuss the approaches management has taken to mitigate and prevent exposures. These risks should include project risks associated with the Company's business activities including human rights, climate change, environmental liabilities, cybersecurity & data management, political, reputational, litigation, crisis management and occupational health & safety.

The Audit & Risk Committee shall consist of three board directors with at least one of them having a professional background in accounting or finance or comparable experience which results in the individual's financial sophistication, including but not limited to past work experience as the chief executive officer, chief financial officer or senior management financial oversight responsibilities. The Audit & Risk Committee will recommend to the Remuneration Nomination Committee periodically on the qualifications and criteria for membership on the Committee. Members of the Committee shall be

appointed for one-year terms and shall meet at least four times annually. The Committee shall keep minutes of its meetings and any other records and will act on the basis of consensus, but an affirmative vote of the majority of members will be sufficient for the adoption of any resolution. The Committee shall report quarterly to the Board of Directors and annually review and reassess the adequacy of the mandate and recommend any proposed changes to the Board of Directors for approval. The Committee shall have the authority to authorize or conduct investigations into any matters within its responsibilities as it deems necessary, including the authority to request any employee or other person to meet with the Committee.

The Audit & Risk Committee will set short and long-term policies and standards to ensure that the principles set out in the policies are being adhered to and achieved. The Committee will also review and make recommendations to update policies from time to time to reflect evolving best practices. The Committee will also report all auditing discrepancies and risk incidents to the Board of Directors, minor matters cumulated and reported periodically, and significant matters promptly reported.