

Terms of reference of the Corporation's Audit Committee

1. Membership

The Audit Committee shall comprise not less than four Directors appointed by the Board, one of whom must be an Executive Director.

Two members shall form a quorum for a meeting of the Audit Committee.

2. Terms of reference

The terms of reference of the Audit Committee are as follows:

- (a) to review the Corporation's financial statements, the composition and accounting principles adopted in such statements, whether these are intended to be audited or not;
- (b) to advise on the form and content of the financial statements of the Corporation;
- (c) to examine and review with both the external and internal auditors the scope and results of their audits;
- (d) to review the findings, recommendations or criticisms of the auditors, including their annual management letter and management's response;
- (e) to review the Corporation's management procedures to ensure the effectiveness of internal systems of accounting and control, and management's efforts to correct deficiencies discovered in audits;
- (f) to initiate investigations or audit reviews into any activities of the Corporation which may be of concern or interest to the Audit Committee; and
- (g) to consider any other matters referred to it by the Board, and to report on such matters to the Board.

3. Authority

The Audit Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the Corporation and all employees are directed to cooperate with any request made by the Audit Committee.

The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Audit Committee shall have no executive powers as regards its findings and recommendations.

4. Meetings

Meetings shall be held not less than twice a year. The external auditors may request a meeting if they consider that one is necessary.

The Company Secretary shall attend its meeting and take minutes, copies of which shall be circulated to the Board. The CEO shall be entitled to attend the Audit Committee's meetings. In all other respects, the Audit Committee shall decide its own procedures.