

Zonetail Inc.

CHARTER OF THE AUDIT AND DISCLOSURE COMMITTEE

A. PURPOSE

The Audit and Disclosure Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Zonetail Inc. (the “Company”) to assist the Board in fulfilling its duties and oversight responsibilities with respect to the integrity of the Company’s financial reports, independence and performance of the external auditor, adequacy of the Company’s internal control practices, capital management and risk management, and timeliness and accuracy of material disclosures.

B. AUTHORITY

The Committee shall have the authority to:

- i. recommend appointment of the external auditor of the Company, set the compensation and oversee the work of such external auditor;
- ii. engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation of any independent counsel and/or advisors; and
- iii. adopt such policies and procedures, as it deems appropriate to operate effectively.

C. COMPOSITION AND MEETINGS

- i. The Committee shall consist of at least three directors, the majority of whom shall meet the independence requirements of National Instrument 52-110 – Audit Committees (“NI 52-110”) and all of whom shall meet the financial literacy and experience requirements of NI 52-110.
- ii. The Board will appoint a chair (the “Chair”) of the Committee, who shall be independent, and will have oversight of the Committee.
- iii. The Board shall appoint the members of the Committee and may, at any time, remove or replace the members of the Committee. The Board may fill any vacancy of the Committee by the latter of either the next annual meeting or six months from the date of the vacancy. Until such replacement is appointed, the remaining members of the Committee may exercise all of its powers and responsibilities provided a quorum is maintained.
- iv. The Committee shall meet at least quarterly, at the discretion of the Chair. A quorum of the Committee shall consist of a minimum of two and at least 50% of the members of the Committee present, either in person or by telephone or by electronic communication.
- v. The Committee shall keep minutes of its meetings, which shall be filed in the minute books of the Company. The Committee may appoint any person who need not be a member of the Committee, to act as a secretary of such meeting.
- vi. Meetings of the Committee may be called by letter, telephone, facsimile, email or other electronic communication, with at least 48 hours’ notice. Notice of a meeting shall not be required if all of the members are present either in person, by means of teleconference facilities or other electronic communication or if those absent have waived notice or otherwise signified their consent to the holding of such meeting, which shall constitute a valid meeting for the purpose of conducting business, provided a quorum exists.

vii. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation, other than those relating to non-audit services and annual audit fees which do not require the approval of the Board.

viii. The Committee may request any officer or employee of the Company, its external legal counsel or its external auditor attend a meeting of the Committee or meeting with any member(s) of the Committee.

D. DUTIES AND RESPONSIBILITIES

The Committee shall ensure compliance with all applicable legal, regulatory and listing requirements, including, without limitation, the Ontario Securities Commission (“OSC”), the TSX Venture Exchange (“TSX-V”), the Business Corporations Act (Ontario) and all applicable securities regulatory authorities and shall:

- i. review and recommend approval by the Board of the Company’s annual audited financial statements and unaudited quarterly financial statements and related Management’s Discussion and Analysis (“MD&A”) and public release thereof by Management in accordance with NI 52-110;
- ii. review and assess the adequacy and effectiveness of the Company’s internal control processes and procedures, accounting principles and practices followed by Management, of the financial statements and other publicly reported financial information and report to the Board on deficiencies, significant deficiencies and material weaknesses including Management’s response to such deficiencies and weaknesses;
- iii. review established timelines for the preparation of disclosure documents, which timelines shall include critical dates and deadlines during the disclosure process relating to the preparation of drafts, the circulation of drafts to appropriate Company personnel, the Company’s independent auditors, and the Committee;
- iv. appoint an external auditor and oversee the work of the external auditor and shall:
 - a. in accordance with International Financial Reporting Standards (“IFRS”) and applicable securities laws, take all reasonable steps to ensure the objectivity and independence of the external auditor including receipt of a formal written statement from the external auditor confirming its independence and delineating all relationships between the external auditor and the Company,
 - b. pre-approve any non-audit services of the external auditor, including adherence to the Policy and Procedure for Engagement of Non-Audit Services as set forth in Schedule “B” attached hereto,
 - c. approve the lead audit partner for the Company’s external auditor and ensuring that such lead partner is rotated and has not performed audit services for the Company for more than five (5) previous fiscal years,
 - d. communicate directly with the external auditor and meeting with the external auditor and Management in separate sessions,
 - e. report to the Board after consultation with Management that the external auditor is in compliance with all relevant laws, regulations and company policies,
 - f. review the major accounting estimates, assumptions or adjustments made by the external auditors including any accounting adjustments requested by the external auditors but rejected by Management,
 - g. resolve disagreements between Management and the external auditor regarding financial reporting,

- h. consult with the external auditor on the audit scope and plan of the external auditor including receipt of written confirmation annually as to the external auditor's processes, quality control and disclosure of any investigations, government inquiries or reviews of the external auditor, and
- i. periodically report to the Board on the performance of the external auditor;
- v. review and recommend approval by the Board the annual operating budget for the Company and its subsidiaries, on a consolidated basis, including funding, liquidity, balance sheet management and dividends and monitor the Company's performance against such budget;
- vi. review and recommend approval by the Board any financing proposals the Committee deems appropriate;
- vii. periodically review risk management systems and processes including assessing such risks when planning new strategies, activities and products and review with Management and the external auditor any significant financial risks or exposures and the steps Management has taken to minimize such risks;
- viii. provide oversight of the transparency, disclosure and controls of the Company including, without limitation, compliance with National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102"), NI 52-110, National Policy 51-201 – Disclosure Standards ("NP 51-201"), all applicable laws including the Business Corporations Act (Ontario), and all applicable securities regulatory authorities including the OSC and TSX-V. The Committee will have unrestricted access to the books and records of the Company;
- ix. review and discuss with Management prior to public disclosure, annual reports, quarterly reports, MD&A, earnings press release and any other material disclosure documents containing or incorporating by reference audited or unaudited financial statement of the Company in accordance with NI 51-102;
- x. provide fair disclosure and equal treatment of all Shareholders including disclosure of all major transactions and material events on the Company's website and/or www.sedar.com and ensure Shareholders are sent notices annually that they can request paper copies of financial disclosure materials;
- xi. evaluate the necessity of making public disclosures including making determinations about whether a "material change" has occurred, a selective disclosure or misrepresentation has been or might be made;
- xii. ensure timely disclosure of "Material Information" including "material facts" and/or "material changes" in accordance with NP 51-201. All news releases announcing material information must be approved by at least one member of the Committee in accordance with the Company's Timely Disclosure and Insider Trading Policy;
- xiii. develop and review annually Company policies including:
 - i) Whistleblower Policy in regards to 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 the Company of concerns regarding questionable accounting or auditing matters, and
 - ii) Timely Disclosure and Insider Trading Policy;
- xiv. execute any such instruments, agreements, elections and documents on behalf of the Company as may be necessary or appropriate to give effect to decisions made by the Committee pursuant to this Charter; and
- xv. together with the Nominating and Governance Committee review this Charter annually and recommend any changes thereto for approval by the Board.

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

This Charter was reviewed and adopted by the Board on January 9, 2019.

Zonetail Inc.

CHARTER OF THE NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEE

A. PURPOSE

The Nominating, Governance and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Zonetail Inc. (the “Company”) to assist the Board in fulfilling its duties and responsibilities by:

- a) managing the nomination and succession planning processes,
- b) developing and managing the Company’s compensation philosophy,
- c) reviewing and making recommendations to the Board on the CEO and non-CEO officer and director compensation levels, and
- d) leading the Company in corporate governance initiatives

B. AUTHORITY OF THE COMMITTEE

The Committee shall have the authority to:

1. Engage independent counsel and or other advisors as it determines necessary to carry out its duties;
2. Set the compensation for advisors employed by the Committee to be paid by the Company; and
3. Adopt such policies and procedures, as it deems appropriate to operate effectively.

C. COMPOSITION AND MEETINGS

1. The Committee shall consist of at least four directors, the majority of whom shall be “independent” as defined in National Instrument 58-101 – Disclosure of Corporate Governance Practices (“NI 58-101”). The inclusion of a related director or member of management will be for the sole purpose of enhancing the effectiveness of the Committee’s mix of skills, experience and expertise. The Committee may convene meetings without the presence of any related director or non-independent member, at the pleasure of the independent members of the Committee, and whom will be excused from attending meetings or voting on matters related to compensation.
2. The Board, at its annual organizational meeting, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace the members of the Committee and may fill any vacancy of the Committee. Should a vacancy exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
3. Unless the Board shall have appointed a chair (“Chair”) of the Committee, the members of the Committee shall elect a Chair from among their number.
4. The Committee shall meet at least twice a year, at the discretion of the Chair or a majority of its members, as circumstances dictate. A minimum of two and at least 50% of the members of the Committee present, either in person or by telephone or by electronic communication, shall constitute a quorum.
5. The Committee shall keep minutes of its meetings. The Committee may, from time to time, appoint any person who need not be a member of the Committee, to act as a secretary of such meeting.

6. The Chair will be responsible for calling meetings and will ensure that minutes of meeting are taken and, where necessary, reports are made to the Board.

7. A meeting of the Committee may be called by letter, telephone, facsimile, email or other electronic communication, by giving at least 48 hours' notice, and that no notice of a meeting shall be necessary. If all of the members are present either in person or by means of teleconference facilities or other electronic communication or if those absent have waived notice or otherwise signified their consent to the holding of such meeting, which shall constitute a valid meeting for the purpose of conducting business, provided a quorum exists.

8. Any member of the Committee may participate in the meeting of the Committee by means of teleconference facilities or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

9. The Committee may invite such officers, directors and employees of the Company and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.

D. DUTIES AND RESPONSIBILITIES

The Committee's duties and responsibilities include:

1. Provide advice to the Board in determining the appropriate size of the board with a view to facilitating effective decision-making.

2. Identify qualified individuals to serve as members of the Board and Committees of the Board and, where appropriate, recommend individuals to be nominated for election by shareholders or to be appointed by the Board to serve as Directors for the next annual meeting of shareholders and will consider the skills and competencies:

i) the board considers to be necessary for the Board and its Committees, as a whole, to possess;

ii) the Board considers each existing director to possess; and

iii) each new nominee will bring the boardroom and whether each new nominee can devote sufficient time and resources to his or her duties as a board member.

3. Assess the effectiveness and contribution of the Board, its committees and individual directors on an annual basis to ensure that the Board has the necessary blend of skills, experience, independence, and diversity to undertake its duties. The focus of performance and effectiveness assessments will be on creating shareholder value and how each director contributes to the development of corporate strategy.

4. Manage the process by which the board takes to orient new directors regarding the role of the board, its committees and directors; and nature and operation of the Company including continuing education, to ensure that the Company's directors maintain the skill and knowledge necessary to meet their obligations as directors; appropriate funding is allocated to directors to attend seminars or conferences relevant to their positions as directors of the Company.

5. Review and report annually to the Board on the relationship of each director and the Company to determine if each director is or remains "independent" as defined by NI 58-101, and to ensure that appropriate structures and procedures are in place to permit the Board to function independently of management, including endeavouring to have a majority of directors who are "independent". Such independent directors shall hold in camera sessions without the presence of management or any non-independent directors at each meeting of the Board.

6. Annually review and assess the adequacy of the Board Mandate and Committee charters with a view to Board effectiveness and submit any proposed revisions to the Board for approval.

7. Monitor compliance with the Company's Code of Business Conduct & Ethics and in conjunction with management, to ensure acknowledgements of receipt of adherence thereto are executed by all employees, officers, directors and consultants of the Company.
8. Annually review the Majority Voting Policy and make recommendations to the Board for approval.
9. Ensure that all directors receive updates to Company policy documents and the listing policies of the applicable exchanges including periodic review the Company articles and recommend changes to the Board, as appropriate.
10. Periodically review and assess the adequacy of the Company's Corporate Governance Practices ensuring the appropriate levels of corporate governance are in place and recommend any modifications to the Board to maintain and improve and Company's governance procedures and policies. Together with the Board, report annually to the Company's shareholders via the Management's Proxy Circular on the Company's system of Governance.
11. Develop and manage the Company's compensation philosophy and make recommendations to the Board in consultation with the President and CEO with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans and reviewing executive compensation disclosure prior to the Company publicly disclosing this information.
12. Review and approve corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in accordance with those goals and objectives and recommend to the Board the CEO's compensation level based on this evaluation.
13. Manage the nomination process and succession planning process for the Company on behalf of the Board, and participate in selection, appointment, development, and evaluation of the Chairman, the President and other senior executives; including considering skills, backgrounds, knowledge, experience and diversity of geographic location.

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

This charter was reviewed and adopted by the Board on January 9, 2019

Zonetail Inc.

MANDATE OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) has the oversight responsibility for establishing and maintaining a culture of integrity and transparency in the conduct of the business affairs of Zonetail Inc. (the “Company”). The Board’s fundamental objectives are to enhance and preserve long term shareholder value and provide stewardship of the Company’s policies and principals in the operation of its business affairs including monitoring and assessing the overall progress of the Company’s goals and objectives in relation to achievement of the corporate strategy. In overseeing the conduct of the business, the Board, through the President and Chief Executive Officer (“CEO”), shall set the standards of conduct for the Company.

Structure of the Board of Directors

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company in accordance with the Canadian Business Corporations Act, the Company’s Articles and By-laws, Code of Business Conduct & Ethics and all other applicable laws and Company policies. In discharging its duties, the Board shall:

- a) consist of at least three directors two of whom will be ‘Independent’ as prescribed by National Instrument 58-101 – Disclosure of Corporate Governance Procedures. The inclusion of any Related Director, a director who has, or may have an interest or relationship with the Company that could interfere, or be seen to interfere, with such director’s ability to act in the best interests of the Company, will be for the sole purpose of enhancing the Board’s strategic and competitive industry insight in order to achieve the its corporate goals and objectives. The Board may convene meetings without the presence of any Related Director or non-independent director, at the pleasure of the independent members of the Board, and each of whom will be excused from attending meetings or voting on matters related to any such conflict of interest or potential conflict of interest. The Board will be comprised of individuals whose fiduciary responsibility is to the Company acting in good faith and at all times making business decisions with the utmost care and reasonably prudent manner;
- b) select a Chairman of the Board who shall ensure all required business is brought before the Board to enable it to carry out all of its duties to manage or supervise the management of the business and affairs of the Company and ensure all directors understand and discharge their corporate governance obligations. The roles and responsibilities of the Chairman are more particularly set out in the attached Appendix “A”.
- c) at least quarterly, hold meetings of the Board where members may participate in person, by teleconference facilities or other communication equipment. A quorum for the transaction of business of the Board shall be a majority of the number of Directors then in office;
- d) at least once per year, hold in Camera sessions of the Board at which non-independent or related directors and members of Management are not in attendance;
- e) appoint a meeting secretary who need not be a member of the Board, to take minutes of the meetings, which will be reviewed and approved at the next succeeding meeting;
- f) ensure meeting materials are provided to all Board members at least 48 hours in advance of meetings; and
- g) invite such officers, consultants and employees of the Company and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Board.

Duties and Responsibilities

- h) adopting a strategic planning process and approving, on an annual basis, the Company's strategic plan of the Company which includes the opportunities and risks of the Company;
- i) identify and monitor the principal risks of the Company and ensure the implementation of a risk management system in connection with principal business risks of the Company including insurance coverages, conduct of material litigation and the effectiveness of internal controls;
- j) approve the Company's annual audited and quarterly financial statements and related management's discussion and analysis and ensure the accurate and timely disclosure of same to shareholders;
- k) approve all material transactions involving the Company including the payment of distributions, acquisitions and dispositions of material assets and material expenditures by the Company;
- l) oversee the Company's policies regarding disclosure and public communications, investor relations and shareholder communications and monitoring compliance with all significant policies and procedures;
- m) review the performance of the CEO with reference to the Company's policies, stated budget and other objectives including satisfying itself as to the integrity of the CEO and other executive officers;
- n) oversee succession planning for the Board and senior management; and
- o) assist in the development of corporate governance practices and principals of the Company.

The Board discharges its responsibilities by delegating certain authorities to Management and through constitution of committees of the Board and reserving certain powers to itself. The Board shall appoint the members of each of its committees for the ensuing year at its annual organizational meeting and may at any time remove or replace the members of any committee and may fill any vacancy of such committees. The Board shall appoint a chair of each committee. Each committee will be comprised of individuals best suited to fulfill the role of that committee.

The permanent committees of the Board include the Audit and Disclosure Committee and Governance, Nominating and Compensation Committee.

I. Audit and Disclosure Committee

The Audit and Disclosure Committee is appointed by the Board to assist the Board in fulfilling its duties and responsibilities which are set out more particularly in the Audit and Disclosure Committee Charter and include:

- a) integrity of the annual and quarterly financial statements and related management's discussion and analysis and effectiveness and maintenance of the Company's accounting and financial reporting processes, internal systems and controls including reviewing and recommending approval of financial reports, annual budgets, balance sheets, management and funding strategy; commitments of capital and non-capital items, acquisitions and divestments; and the dividend policy and determining dividends; and recommend to the Board any financing proposals the Committee deems appropriate;
- b) develop and implement a system for identifying and managing the principal risks of the Company and report to the Board thereon;
- c) compliance with disclosure obligations and legal and regulatory requirements of the securities commissions and stock exchanges on which the Company's securities are listed;

d) develop and review annually a Timely Disclosure and Insider Trading Policy in accordance with the Company's major communications to shareholders to ensure accurate and timely disclosure of all material information;

e) develop and review annually a Whistleblower Policy in accordance with National Instrument 52-110 – Audit Committees (“NI 52-110”); and

f) appointment, remuneration, qualifications, independence and performance of the external auditors including pre-approval of all non-audit work performed by the external auditor.

II. Governance, Nominating and Compensation Committee

The Governance, Nominating and Compensation Committee is appointed by the Board to assist the Board in fulfilling its duties and responsibilities which are set out more

particularly in the Governance, Nominating and Compensation Committee Charter and include:

a) taking a leadership role in shaping the corporate governance of the Company and ensure the Company is complying with the laws, regulations, its mandate and charters and policies including the Code of Business Conduct & Ethics and Majority Voting Policy;

b) monitor Board composition, performance and compliance with regulatory requirements including reviewing the independence status of directors annually and establishing and assessing measurable diversity objectives;

c) conduct director induction, ongoing leadership development training, and Board self-evaluations and provide feedback to the Board to ensure its effectiveness;

d) manage the nomination process and succession planning process for the Company including appoint the CEO of the Company and shall determine the terms of such appointment; approve the appointment of executives reporting to the CEO and membership of the Executive Team, and approve material changes to the organisational structure involving direct reports to the CEO; develop a succession plan for the Chairman and CEO and for direct reports to the CEO;

e) identify qualified individuals to serve as members of the Board and Committees of the Board to ensure the Board has members with complimentary and diverse skills, backgrounds and experience and, where appropriate, recommend individuals to be nominated for election by shareholders or to be appointed by the Board to serve as directors for the next annual meeting of shareholders;

f) develop and review annually, together with the CEO, a position description for the CEO to include the roles and responsibilities of the CEO and set corporate goals and objectives. The roles and responsibilities of the CEO are attached as Appendix “B” hereto; and

g) develop and manage the Company's compensation philosophy; reviewing and making recommendations to the Board on the CEO and non-CEO officer and director compensation levels and incentive-compensation plans and equity-based plans for eligible employees and consultants of the Company.

The Board is committed to transparency and integrity in all its business decisions and acting in accordance with the Statement of Corporate Governance Practices and the Code of Business Conduct & Ethics as an ethical standard.

This mandate was reviewed and adopted by the Board on January 9, 2019.

Appendix “A” (of Board Mandate) Role and Responsibilities of the Chairman of the Board

The Chairman of the Board of Directors of Zonetail (the “Chairman”) will provide leadership to the directors in discharging their duties effectively and independently of management as set out in this Mandate. In leading the Board, the Chairman shall:

- 1. be nominated by the Board of its current composition and must possess the experience and expertise to materially strengthen the skills and experience of the Board;*
- 2. exemplify unquestioned honesty, integrity, and resolve for the Company and the best interests of its shareholders;*
- 3. encourage a Board culture of openness and debate; create a unified Board and encourage sharing of each director’s unique knowledge, experience, and perspective on the Company’s business;*
- 4. set the agenda for each meeting of the Board, in consultation with the CEO, and will ensure all required business is brought before the Board, such that, the Board is able to carry out all of its duties to supervise the management of the business and affairs of the Company. Any director may request that an item be added to the agenda;*
- 5. assess the integrity of the directors and senior officers of the Company and encourage a culture of integrity throughout the Company;*
- 6. represent the directors in discussions with Management and ensure open lines of communication are maintained, and effective systems are in place for the provision of accurate, timely and clear information and reports on business;*
- 7. together with the President and CEO, ensure that the Board, the Committees of the Board, individual directors and senior officers, understand and discharge their corporate governance obligations;*
- 8. understand the risks of the Company including potential health, safety, environment, community, reputational, regulatory, market and economic risks ensuring adequate review and mitigation of such risks; and*
- 9. focus on ensuring strategic issues and ensure shareholder views are clearly understood and regularly reviewed.*

Appendix “B” (of Board Mandate) Role and Responsibilities of the Chief Executive Officer

The Chief Executive Officer of Zonetail (the “CEO”) will provide leadership to the Company in its strategic management and the overall direction of the Company, the CEO shall:

- 1. be appointed by the Board of Directors who shall determine the terms of such appointment.*
- 2. lead by example and portray honesty and integrity; moral character; commitment to the highest standards of governance; and steadfast towards the best interests of the Company and its shareholders.*
- 3. be responsible for the performance of the Company including implementation of the Company’s short and long-term plans in accordance with its goals, objectives and strategy.*
- 4. ensure the Company’s business goals and objectives are achieved in a socially and environmentally responsible manner which will guide the decisions and actions of the CEO.*
- 5. supervise the day-to-day management of the Company’s business and the Company’s affairs.*
- 6. work collaboratively with the Board in the development of the Company’s strategy and oversee its implementation and progression.*
- 7. report to the Board, at each Board meeting, with openness and integrity, on the status and progress of the Company towards achieving its business goals and objectives.*
- 8. consult with the Chairman of the Board to set the agenda for each meeting and report to the Board on material developments and events, and the business and financial performance of the Company including the potential impact on the Company’s business goals and objectives.*
- 9. supply, or ensure the Board and its Committees is supplied with accurate and relevant information, in a form that is appropriate, to enable the Board and Committees to make assessments and decisions in relation to Company performance and business strategy.*
- 10. communicate on behalf of the Company to shareholders, employees, Government authorities, other stakeholders and the public.*
- 11. encourage a Company culture of honesty, integrity and respect and the highest standard of business conduct; encourage open communication with all officers, employees and consultants; and monitor compliance with the Company’s Code of Business Conduct & Ethics.*
- 12. provide equal opportunity for the professional development and advancement of all employees of the Company; support innovation and continued learning opportunities including personal development.*
- 13. consider the financial condition of the Company and achievement of the business goals and objectives in connection with all capital and operating expenditures, or financing proposals or decisions including setting the Company’s annual budget for review and approval by the Board.*
- 14. ensure that a system of internal financial control is maintained for the protection of the Company’s assets and the application of the Company’s resources.*
- 15. assess the impact of any change to the allocation of Company resources on the business goals, objectives and strategy.*

16. ensure appropriate systems are in place to monitor the performance of corporate governance initiatives and community engagement; including any feedback and/or complaints.

17. assess the impact on the reputation and credibility of the Company and achievement of the business goals and objectives in connection with any decisions to be made or actions to be taken.

18. ensure there is system in place for identification, management and control of the material risks of the Company and its operations.

19. ensure appropriate policies, systems, and procedures are in place to provide timely and accurate information concerning the activities and results of the Company to all shareholders.