

# CLEARVIEW RESOURCES LTD.

## AUDIT COMMITTEE CHARTER

*(Adopted by the Board of Directors on June 22, 2011)*

### A. PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") is to assist the Board in fulfilling its oversight responsibilities and to carry out the functions associated with an audit committee of an issuer of the size and nature of Clearview Resources Ltd. (the "**Corporation**"). The purpose of the Committee is to ensure that the Corporation's management has designed and implemented an effective system to review and report on the integrity of the financial statements of the Corporation. As part of this mandate, the Committee shall take all necessary steps so as to ensure compliance by the Corporation with all laws and regulatory policies, rules, regulations and instruments pertaining to audit and financial reporting that are applicable to the Corporation from time to time.

### B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of not less than three members of the Board, each of whom:

- (a) must be "independent" ("independent" means that a Committee member has no direct or indirect material relationship with the Corporation, being a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the member's independent judgment (and certain individuals are deemed by National Instrument 52-110 *Audit Committees* to have a material relationship)); and
- (b) must be "financially literate" ("financially literate" means that a Committee member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements);

except as may be allowed under any applicable exemptions provided for under applicable laws or any exemption orders obtained from applicable regulatory authorities.

- 2. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from amongst their number. If the chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.
- 4. The Corporate Secretary of the Corporation shall be the secretary of the Committee, unless otherwise determined by the Committee. Minutes of meetings of the Committee shall be recorded and maintained by the Secretary of the Committee. Copies of the minutes shall be provided to the Board.
- 5. The quorum for meetings shall be a majority of the members (the "**Members**") of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear each other.

6. The Committee shall have access to the Corporation's external auditors and to such officers and employees of the Corporation, and of the subsidiaries of the Corporation (if any), and to such information respecting the Corporation, as the Committee considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
  - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the Chairman, and the Corporation's external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the Corporation's external auditors shall receive notice of and have the right and shall be encouraged to attend all meetings of the Committee; and
  - (c) the Chief Executive Officer and the Chief Financial Officer of the Corporation shall be invited to attend all meetings of the Committee, except executive sessions and private sessions with the external auditors, and other management representatives of the Corporation shall be invited to attend as necessary.
8. The internal auditors of the Corporation (if any) and the external auditors of the Corporation shall have a direct line of communication to the Committee through the Chairman. The Corporation shall require the external auditors of the Corporation to report directly to the Committee.

**C. DUTIES AND RESPONSIBILITIES**

1. The overall duties and responsibilities of the Committee shall be as follows:
  - (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and to approve the Corporation's annual and quarterly financial statements;
  - (b) to assess the qualifications of the external auditors;
  - (c) to establish and maintain a direct line of communication with the Corporation's internal (if any) and external auditors and assess their performance;
  - (d) to identify principal business risks;
  - (e) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of disclosure controls and internal controls for the Corporation by requiring that management report at least quarterly on the measures in place, the testing done to ensure effectiveness, any areas where improvement is needed and whether there are any issues relating to the signing of the certifications required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*;
  - (f) to report regularly to the Board on the fulfilment of the duties and responsibilities of the Committee;
  - (g) to confirm that the Corporation's Disclosure Policy is adequate to ensure the Corporation's public disclosure of financial information extracted or derived from the

Corporation's financial statements is appropriate and to periodically test the adequacy of the procedures mandated by such policy;

- (h) to assess the effectiveness of the Disclosure Committee established under the Disclosure Policy;
  - (i) to review the appropriateness and effectiveness of the Corporation's policies and business practices which impact the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management and to recommend changes to the Board;
  - (j) to review compliance with the Code of Business Conduct and Ethics and periodically review such code and recommend to the Board changes to such code which the Committee may deem appropriate; and
  - (k) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) to oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management of the Corporation and the external auditors regarding financial reporting;
  - (d) to review the audit plan of the external auditors prior to the commencement of the audit;
  - (e) to review with the external auditors, upon completion of their audit, the:
    - (i) contents of their report;
    - (ii) scope and quality of the audit work performed;
    - (iii) adequacy of the Corporation's financial and auditing personnel;
    - (iv) co-operation received from the Corporation's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Corporation;
    - (vii) major points contained in the auditors' management letter resulting from control evaluation and testing; and
    - (viii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;

- (f) to pre-approve all non-audit services to be provided to the Corporation by the external auditors in accordance with applicable laws;
  - (g) to periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented; and
  - (h) to meet *in camera* (i.e., without the presence of management of the Corporation) with the external auditors at least once a year prior the approval of the audited annual financial statements of the Corporation and at such other times as determined necessary or appropriate by the Committee.
3. The duties and responsibilities of the Committee as they relate to the Corporation's internal auditors (if any) shall be as follows:
- (a) to periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
  - (b) to review and approve the internal audit plan; and
  - (c) to review significant internal audit findings and recommendations, and management's responses thereto.
4. The Committee is also charged with the responsibility to:
- (a) review and approve the Corporation's financial statements (annual and interim) and MD&A (annual and interim) as well as the financial sections of prospectuses and other public reports requiring approval by the Board before such documents are publicly disclosed by the Corporation;
  - (b) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
  - (c) review the minutes of any audit committee meeting of associated companies, partnerships or trusts;
  - (d) review the Corporation's accounting policies and discuss the impact of proposed changes in accounting standards;
  - (e) review with management, the external auditors and, if necessary, legal counsel any litigation, claim or other contingency, including tax assessments, that could have a material affect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the financial statements;
  - (f) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters;
  - (g) establish procedures for the confidential, anonymous submission by employees of the Corporation, or any subsidiary of the Corporation, of concerns regarding questionable accounting or auditing matters;

- (h) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation; and
- (i) on an annual basis, review and assess the adequacy of this Charter and the performance of the Committee in connection herewith.

5. The Committee has the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (b) set and pay the compensation for any advisors employed by the Committee.