

# **CANADA JETLINES OPERATIONS LTD.**

## **AUDIT AND RISK COMMITTEE CHARTER**

As of August 27, 2021

The following Audit and Risk Committee Charter was adopted by the Audit and Risk Committee of the Board of Directors and the Board of Directors of Canada Jetlines Operations Ltd. (the “Company”):

### *Mandate*

The primary function of the Audit and Risk Committee (the “Committee”) is to assist the Company’s Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting, the Company’s auditing, accounting and financial reporting processes and the Company’s risk management systems. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- monitoring the Company’s compliance with the binding requirement of any stock exchanges on which the securities of the Company are listed and applicable Canadian securities laws (including National Instrument 52-110 – *Audit Committees*) (collectively, the “Applicable Requirements”);
- review and appraise the performance of the Company’s external auditors;
- provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors; and
- review the Company’s risk profile and risk policy; and
- review and appraise the effectiveness of the Company’s risk management framework and supporting risk management systems.

### *Composition*

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. Each member of the Committee shall meet the independence and audit committee composition requirements of the Applicable Requirements. Each member of the Committee shall meet the financial literacy requirements of the Applicable Requirements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The position description and responsibilities of the Chair are set out in Schedule “A” attached hereto.

### *Meetings*

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions. The Committee may ask members of management of the Company or others to attend meetings or to provide information as necessary.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held from time to time as the Committee or the Chair shall determine upon 48 hours' notice to each of its members. The notice period may be waived by unanimous resolution of the Committee.

The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

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 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 of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary.

### *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

#### **1. Documents/Reports Review**

- (a) review and update this Audit and Risk Committee Charter as required; and
- (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any financial reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

#### **2. External Auditors**

- (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with the professional standards for the external auditors;
- (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- (d) take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of

disagreements between management and the external auditor regarding financial reporting;

- (e) recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- (f) recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- (j) review and pre-approve all audit and audit-related services, and any non-audit services, and the fees and other compensation related thereto provided by the Company's external auditors in accordance with the Audit and Risk Committee Pre-Approval Policy.

### **3. Financial Reporting Processes**

- (a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process , both internal and external, and internal controls;
- (b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's accounting principles and practices as suggested by the external auditors and management;
- (d) review significant estimates and judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such estimates and judgments;
- (e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;

- (j) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (k) review with management the Chief Executive Officer and Chief Financial Officer certificates prepared in connection with the annual and interim continuous disclosure regulatory filings.

#### **4. Risk Duties and Responsibilities**

- (a) Assist the Board in setting the risk appetite for the business, and satisfy itself that the Company operates with due regard to that risk appetite.
- (b) Form an opinion on the adequacy and effectiveness of the Company's process of identifying and assessing areas of potential material risk, as well as the monitoring and controlling of identified material risks.
- (c) Review reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management have put in place to manage those risks.
- (d) Compare the Company's material risk assessment and risk profile with its policies and risk appetite and ensure that identified material risks are reduced to or managed at levels determined to be acceptable by the Board.
- (e) Review and assess any breaches of risk controls or risk policies and ensure these breaches are appropriately mitigated or remedied by management.
- (f) Make recommendations arising from the above reviews, for consideration by the Board, in relation to changes to the risk management framework or risk appetite.
- (g) Review, at least annually, and oversee management's performance against the Company's risk management framework, to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.
- (h) Review the disclosure, in relation to each reporting period, of whether this review has taken place.
- (i) Request and monitor investigations into areas of risk, breaches of risk management policies and procedures and failures in internal control.
- (j) Review and oversee the Company's tax control framework.
- (k) Review and evaluate the structure and adequacy of the Company insurance program.

#### **5. Other Responsibilities**

- (a) Review and approve any related-party transactions.
- (b) With respect to Compliance with the Code of Business Conduct and Ethics, the Committee shall:
  - (i) review and assess the adequacy of and, if advisable, approve and recommend for Board approval, any amendments to the Company's Code of Business Conduct and Ethics;

- (ii) review and, if advisable, approve the Company's processes for administering the Code of Business Conduct and Ethics;
  - (iii) review, on a regular basis, summaries of the usage of, and the matters being reported to, pursuant to the Whistleblower Policy;
  - (iv) review with management the results of their assessment of the Company's compliance with the Code of Business Conduct and Ethics, and their plans to remediate any deficiencies identified; and
  - (v) review and, if advisable, approve any waiver from a provision of the Code of Business Conduct and Ethics requested by a member of the Board or senior management.
- (c) the Committee shall perform any other activities consistent with this Audit and Risk Committee Charter and governing law, as the Committee or the Board deems necessary or appropriate.

*Authority*

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors including accounting or other consultants or experts as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee;
- (c) communicate directly with the external auditors;
- (d) access, on an unrestricted basis, the books and records of the Company; and
- (e) conduct any investigation appropriate to its responsibilities, and it may request the external auditors, as well as any officer of the Company, or outside counsel for the Company, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee;
- (f) the Committee shall have the authority to engage the external auditors to perform a review of the interim financial statements.

## SCHEDULE "A"

### Position Description for the Chair of the Audit and Risk Committee

#### I. Purpose

The Chair of the Audit and Risk Committee of the Board shall be a director who is elected by the Board to act as the leader of the Committee in assisting the Board in fulfilling its financial reporting and control responsibilities to the shareholders of the Company.

#### II. Who may be Chair

The Chair will be selected from amongst the directors of the Company who have a sufficient level of financial sophistication and experience in dealing with financial issues to ensure the leadership and effectiveness of the Committee.

#### III. Responsibilities

The following are the primary responsibilities of the Chair:

- chairing all meetings of the Committee in a manner that promotes meaningful discussion;
- ensuring adherence to this Audit and Risk Committee Charter and that the adequacy of it is reviewed as required;
- providing leadership to the Committee to enhance the Committee's effectiveness, including:
  - providing the information to the Board relative to the Committee's issues and initiatives and reviewing and submitting to the Board an appraisal of the Company's independent auditors and internal auditing functions;
  - ensuring that the Committee works as a cohesive team with open communication, as well as ensuring open lines of communication among the independent auditors, financial and senior management and the Board of Directors for financial and control matters;
  - ensuring that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;
  - ensuring that the Committee serves as an objective party to monitor the Company's financial reporting process and internal control systems, as well as to monitor the relationship between the Company and the independent auditors to ensure independence;
  - ensuring that procedures are in place to assess the audit activities of the independent auditors; and
  - ensuring that procedures are in place for dealing with complaints received by the Company regarding accounting, internal controls and auditing matters, and for employees to submit confidential anonymous concerns regarding questionable accounting or auditing matters.
- managing the Committee, including:
  - adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;

- preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
- ensuring meetings are appropriate in terms of frequency, length and content;
- obtaining and reviewing with the Committee an annual report from the independent auditors, and arranging meetings with the auditors and financial management to review the scope of the proposed audit for the current year, its staffing and the audit procedures to be used;
- overseeing the Committee's participation in the Company's accounting and financial reporting process and the audits of its financial statements;
- ensuring that the auditors' report directly to the Committee, as representatives of the Company's shareholders; and
- annually reviewing with the Committee its own performance.

## **SCHEDULE “B”**

### **CANADA JETLINES OPERATIONS LTD.**

#### **AUDIT AND RISK COMMITTEE PRE-APPROVAL POLICY**

As of July 14, 2021

This Policy identifies the Audit and Risk Committee’s procedures and conditions for pre-approving audit, audit-related, tax and other non-audit services performed by a public accounting firm that acts as the independent auditor (the “Auditor”) responsible for auditing the consolidated financial statements of Canada Jetlines Operations Ltd. (the “Company”), and its subsidiaries and affiliates.

#### **1. Introduction**

The CPA Code of Professional Conduct (the “CPA Code”) sets out the rules for auditor independence. They include prohibitions or restrictions on services that may be provided by independent auditors to their audit clients. The independence rules identify non-audit services that are deemed inconsistent with an auditors’ independence (“Prohibited Services”). When determining whether a non-audit service is a Prohibited Service, specific reference will be made to the underlying independence rules.

In addition, under Canadian Securities Administrators (“CSA”) rules, a public company’s Audit Committee will be responsible for pre-approving all non-audit services to be provided to the company or its subsidiaries by the company’s independent auditors or the independent auditors of the company’s subsidiaries.

Under both the CPA Code and CSA rules, pre-approval of services by the Audit Committee may be accomplished either by specific approval of each engagement or by adopting pre-approval policies and procedures. The CSA rules require public companies to disclose in their Annual Information Form a description of the policies and procedures their Audit Committee has established to pre-approve non-audit services. The CSA rules also require public disclosure of fees paid to the independent auditors under the captions “Audit Fees”, “Audit-Related Fees”, “Tax Fees”, and “All Other Fees”. The four categories of service, as defined in the CSA rules are:

##### Audit Services

Include services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements.

##### Audit Related Services

Include services by an independent auditor that are reasonably related to the performance of the audit of the issuer’s financial statements and are not reported as Audit Services.

##### Tax Services

Include professional services rendered by an independent auditor for tax compliance, tax advice, and tax planning.

##### All Other Services

Include products and services provided by the independent auditor not included in the previous three categories.



## **2. Permitted Services**

The Company and its subsidiaries will not engage the Auditor to carry out any Prohibited Service. The Audit and Risk Committee will consider the pre-approval of permitted services to be performed by the independent auditor in each of the following broad categories.

### **Audit Services**

- Audit of annual financial statements of the Company.
- Review of quarterly interim financial statements.
- Issuance of comfort letters to underwriters and consents to the securities administrators related to a debt or equity financing.

### **Audit Related Services**

- Accounting consultations on specific issues.
- Accounting and reporting consultations on proposed transactions.
- Accounting work related to mergers and acquisitions.
- Audit of employee benefits plan.
- Due diligence assistance.
- General advice on accounting standards.

### **Tax Services**

- Compliance Income and Mining Taxes Services, including tax return preparation.
- Payroll tax services.
- Tax advice and consultations relating to proposed transactions.
- Advice on GST and HST.
- Other tax services not included in the audit and audit-related categories.

### **Other Non-Audit Services**

- Valuation Services.
- Information Technology Advisory and Risk Management Services.
- Actuarial Services.
- Forensic and Related Services.

- Corporate Recovery Services.
- Transaction Services.
- Corporate Finance Services.
- Project Risk Management Services.
- Operational Advisory and Risk Management Services.
- Regulatory and Compliance Services.
- Translation Services.

**3. Approval of Permitted Services**

For permitted services the following pre-approval policies will apply:

**A. Audit Services**

The Audit and Risk Committee will pre-approve all audit services provided by the Auditor through their recommendation of the Auditor as shareholders' auditors at the Company's annual meeting and through the Audit and Risk Committee's review of the Auditor's annual Audit Plan.

**B. Pre-Approval of Audit Related, Tax Services and Other Non-Audit Services**

Annually, the Audit and Risk Committee will pre-approve the audit-related, tax and other non-audit services to be provided by the Auditor that are recurring or otherwise reasonably expected to be provided by the external auditor, including involvement with regulatory filings and offering documents. In addition, the Audit and Risk Committee will pre-approve the auditor entering into discussion with and providing preliminary advice to management in connection with accounting, internal controls and taxation matters where they are responding to management's request and the fees for the services of this nature are to be less than \$5,000 individually or \$50,000 in aggregate during the year. Where the auditor presents an engagement letter in connection with any requested services, the pre-approval of the Audit and Risk Committee should be evidenced by the signature of the Audit and Risk Committee Chair or his designate. The Audit and Risk Committee shall be subsequently informed, at least quarterly, of the services for which the External Auditor has been actually engaged. Any additional requests for pre-approval shall be addressed on a case-by-case specific engagement basis as described in (C) below.

**C. Approval of Additional Services**

With respect to services not covered in (A) or (B) above, the Company employee making the request will submit the request for service to the Chief Financial Officer of the Company. The request for service should include a description of the service, the estimated fee, a statement that the service is not a Prohibited Service and the reason the Auditor is being engaged. All fees related to tax services will be discussed and reviewed by the Audit and Risk Committee or its designee prior to beginning the proposed engagement.

- (i) Services where the aggregate fees are estimated to be less than or equal to \$50,000.

Recommendations, in respect of each engagement, will be submitted by the Chief Financial Officer of the Company to the Chair of the Audit and Risk Committee for consideration and approval. The full Audit and Risk Committee will subsequently be informed of the service, at its next meeting. The engagement may commence upon approval of the Chair of the Audit and Risk Committee.

- (ii) Services where the aggregate fees are estimated to be greater than \$50,000.

Recommendations, in respect of each engagement, will be submitted by the Chief Financial Officer of the Company to the full Audit and Risk Committee for consideration and approval, generally at its next meeting or at a special meeting called for the purpose of approving such services. The engagement may commence upon approval of the full Audit and Risk Committee.