

NOVEKO INTERNATIONAL INC.
CHARTER OF THE AUDIT COMMITTEE

A. STRUCTURE OF AUDIT COMMITTEE

1. Members

The Audit Committee (the “Committee”) comprises at least three (3) directors, each of whom is independent, i.e. he or she must meet the independence requirements stipulated by the applicable legislation and the listing standards of the different stock exchanges on which Noveko International Inc. (the “Corporation”)’s shares may be traded. All Committee members must be financially literate and at least one member must have education or experience related to finance and administration. An individual is financially literate if he or she 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 financial statements of the Corporation.

The Committee members are appointed by the Corporation’s Board of Directors (the “Board”) and remain in office until their successor is duly appointed or until they resign or are dismissed by the Board.

2. Committee Chair

Unless a Chair is elected by the Board, the Committee members appoint a Chair among themselves.

The Chair presides over the Committee meetings and establishes the agendas thereof. He also regularly reports to the Board on the Committee meetings and activities.

3. Meetings

The Committee meets at least four (4) times per year, or more frequently if warranted by the circumstances.

A Committee meeting may be convened at any time upon request by one of its members. Any meeting may also be convened by the Chairman of the Board and Chief Executive Officer, or by the Vice President and Chief Financial Officer, to submit any matter he considers advisable to discuss.

Committee meetings may be held in person, by telephone or by videoconference, and the Committee may take measures upon written consent. Minutes of Committee meetings are compiled in a minute book and made available to the Directors for review.

The quorum for the Committee is the simple majority of members.

In order to fulfill its responsibilities, the Committee may invite any director, corporate officer or other person it deems appropriate to attend its meetings. In order to fulfill its responsibilities, the Committee may also exclude from its meetings any person it deems appropriate.

B. MANDATE AND RESPONSIBILITIES

The Committee helps the Board carry out its oversight responsibilities vis-à-vis shareholders, potential shareholders, the financial community and other interested parties with respect to the financial statements, financial reporting, internal accounting and financial control systems and internal control systems and the annual independent audit of the financial statements of the Corporation. In doing so, it is also responsible for ensuring free and open communication between the Directors and the external auditors.

In addition to the responsibilities prescribed by law and that could be imposed on the Committee from time to time, it has the following duties and responsibilities:

- i. To monitor financial reporting on behalf of the Board and improve the credibility and objectivity of the financial information of the Corporation, keeping in mind the fact that the Management is responsible for preparing the Corporation's financial statements and the external auditors are responsible for auditing them;
- ii. To reinforce the role of the Directors by facilitating in-depth discussions among the Directors, management and the external auditors, and reinforce the independence of the external auditors, particularly with respect to management of the Corporation;
- iii. To oversee the work of the external auditors engaged for preparing or issuing an auditors' report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- iv. To recommend to the Board, each year, the external auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation, and to recommend their compensation to the Board of Directors;
- v. To evaluate the external auditors and recommend their replacement as needed;
- vi. To 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;
- vii. To receive from the external auditors the annual reports on their independence, review such reports with it, examine whether the providing of services other than auditing services is compatible with maintaining their independence and, if the Committee so decides, recommend that the Board takes appropriate steps to ensure the independence of the auditors;
- viii. To discuss with the external auditors, prior to the audit, the planning, scope of the audit, staff requirements and their professional fees;
- ix. To discuss with management and the external auditors the sufficiency and effectiveness of internal financial controls, including the supervision and management of financial risks of the Corporation, the ethics program and compliance with applicable laws;
- x. To meet with the external auditors, with and without the presence of management, in order to discuss the results of their audit work;
- xi. To meet quarterly with the Corporation's CFO;
- xii. To review the financial statements, MD&A and annual and interim earnings press releases of the Corporation before it publicly discloses this information. To this regard, it must be satisfied that adequate procedures are in place for the review of the issuer's public disclosure of financial information extracted or derived from the issuer's financial statements, other than the public disclosure of the financial statements, MD&A and press releases, and must periodically assess the adequacy of those procedures;
- xiii. To establish procedures for (1) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of the Corporation and its subsidiaries of concerns regarding questionable accounting or auditing matters;

- xiv. To approve in advance all non-audit services which the external auditors of the Corporation render to the Corporation or its subsidiaries;
 - This pre-approval requirement is fulfilled if (1) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent (5%) of the total amount of fees paid by the Corporation and its subsidiary entities during the fiscal year in which the services are provided, (2) the Corporation or one of its subsidiaries, as the case may be, did not recognize the services as non-audit services at the time of the engagement and (3) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approval has been delegated by the Committee;
 - The Committee may delegate to one or more independent members the authority to pre-approve non-audit services. However, the pre-approval thereby granted must be submitted to the Committee at its first scheduled meeting following such pre-approval;
 - The Committee satisfies the pre-approval requirement if it adopts specific policies and procedures for the engagement of the non-audit services if (1) the pre-approval policies and procedures are detailed as to the particular service, (2) the Committee is informed of each non-audit service and (3) the procedures do not include delegation of the Committee's responsibilities to management;
- xv. To keep minutes of the Committee meetings and activities;
- xvi. To regularly report to the Board with respect to (1) all relevant matters enabling the Committee to fulfill its responsibilities and (2) all recommendations that the Committee may deem appropriate. The report to the Board may be given orally or in writing by the Committee Chair or any other member appointed for that purpose by the Committee;
- xvii. To fulfill all other duties it may be assigned from time to time by the Board.

In performing its oversight role, the Committee has the power to conduct investigations on any subject brought to its attention. To perform its duties, it has access to all books, documents, premises and staff of the Corporation, as well as the power to retain the services of an external advisor or expert to such effect, as well as the authority to approve its fees and other terms and conditions relating to its services.

The Committee has the power to convene a Board meeting if it considers it necessary, and in particular in the case of an irregularity or negligence, whether real or assumed.

C. ANNUAL PERFORMANCE AND EVALUATION OF COMMITTEE

At least once annually, the Committee conducts a review and a performance evaluation of the Committee and its members, including a review of the compliance with this charter. Also at least once annually, the Committee reviews and evaluates the relevance of this charter and recommends any improvement that the Committee deems necessary and desirable to the Board. The Committee conducts these evaluations and reviews as it deems appropriate.

D. COMPENSATION

The Committee members are remunerated in accordance with Board-approved policies to that end.