



CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE

The purpose of the audit committee (the "**Committee**") of the board of directors (the "**Board**") of Carbeeza Inc. (the "**Company**") is to:

- (a) assist the Board in fulfilling its responsibility to oversee the Company's accounting and financial reporting processes and audits of the Company's financial statements;
- (b) review the Company's financial reports and other financial information, disclosure controls and procedures and internal accounting and financial controls;
- (c) review the Company's annual and interim financial statements, management's discussion and analysis and news releases relating to the financial performance, financial position or analysis thereon before public release;
- (d) serve as an independent and objective party to monitor the Company's financial reporting processes and internal control systems;
- (e) recommend to the Board the appointment of the external auditors, to be approved by the shareholders, as well as the compensation and retention (and where appropriate, replacement) of the external auditors;
- (f) oversee the work of the external auditor in preparing or issuing an audit report or related work, monitor the independence of the external auditor and pre-approve all auditing services and permitted non-audit services provided by the external auditor;
- (g) receive direct reports from the external auditor and resolve any disagreements between management and the external auditor regarding financial reporting;
- (h) review the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and
- (i) carry out the specific responsibilities set forth below in furtherance of this stated purpose.

2. COMPOSITION AND TERM

Committee members shall be appointed by the Board, and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Board shall designate one member as chair of the Committee (the "**Chair**").

The Committee shall be comprised of three or more directors, the majority of whom shall be "independent" and "financially literate", as required by and defined in National Instrument 52-110 – *Audit Committees ("NI 52 110")*, subject to any exceptions permitted under NI 52-110.

3. MANDATE AND RESPONSIBILITIES

The Committee's role is one of oversight of the integrity of the Company's accounting and financial reporting processes, including internal controls over financial reporting and disclosure control procedures. It is recognized that the Company's management is responsible for preparing the financial statements and notes thereto and that the Company's external auditor is ultimately accountable to the Board and the Committee, as representatives of the shareholders and other stakeholders, for providing an audit opinion on the financial statements and notes.

The mandate and responsibilities of the Committee are as follows:

- (a) Appointment of external auditor. The Committee shall have direct responsibility for overseeing the independence of the external auditor, recommending the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any accounting firm selected to be the Company's external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, and to review the performance of the external auditors.
- (b) Appointment of Chief Financial Officer and internal auditor. The Committee shall participate in the identification of candidates for the positions of Chief Financial Officer and the manager of the Company's internal auditing function, if any, and shall advise management with respect to the decision to hire a particular candidate.
- (c) Accounting policies. The Committee shall review periodically with management and the external auditor the quality, as well as acceptability, of the Company's accounting policies, and discuss with the external auditor how the Company's accounting policies compare with those in the industry. The Committee shall discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles, including all critical accounting policies and estimates used, any alternate treatment of financial information that have been discussed with management, the consequences of use of such alternative treatments and the auditor's preferred treatment, as well as any other material communications with management.
- (d) Pre-approval of all audit services and permitted non-audit services. The Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Company by the external auditor, together with approval of the engagement letter for all non-audit services and estimated fees thereof; provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized and as permitted under the rules of professional conduct of the Chartered Professional Accountants of Alberta.
- (e) Annual audit. In connection with the annual audit of the Company's financial statements, the Committee shall:

- (i) request from the external auditor a formal written statement outlining all relationships between the external auditor and the Company;
 - (ii) discuss with the external auditor any disclosed relationships and their impact on the external auditor's objectivity and independence, and take appropriate action to oversee the independence of the external auditor;
 - (iii) approve the selection and the terms of the engagement of the external auditor;
 - (iv) review with management and the external auditor the audited financial statements to be filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and review and consider with the external auditor the matters required to be discussed under applicable statements of auditing standards;
 - (v) perform the procedures set forth under the heading "Financial reporting procedures" below with respect to the annual financial statements;
 - (vi) review with the Company's counsel, external auditors and management any legal or regulatory matter that could have a significant impact on the Company's financial statements;
 - (vii) review and make recommendations with respect to any litigation, claim or contingency that could have a material effect upon the financial position of the Company and the appropriateness of the disclosure thereof in the documents reviewed by the Committee; and
 - (viii) review with management and the external auditor the Company's critical accounting policies and estimates.
- (f) Financial reporting procedures. In connection with the Committee's review of each reporting of the Company's annual financial information, the Committee shall:
- (i) discuss with the external auditor whether all material correcting adjustments identified (if any) by the external auditor in accordance with IFRS and the rules of the applicable securities regulators, as may be amended from time to time, are reflected in the Company's financial statements;
 - (ii) review with the external auditor all material communications between the external auditor and management, such as any management letter or schedule of unadjusted differences (if any);
 - (iii) review with management and the external auditor any significant financial or other arrangements of the Company which do not appear on the Company's financial statements and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Company's financial statements; and

- (iv) resolve any disagreements, if any, between management and the external auditor regarding financial reporting.
- (g) Review of Interim Financial Statements and related documents. The Committee shall review the interim financial statements and related management's discussion and analysis with the auditor and management, and if satisfied that the interim financial statements and related management's discussion and analysis meet the applicable accounting and legal standards, recommend to the Board that it approve the interim financial statements and accompanying management's discussion and analysis.
- (h) Review of Other Documents. The Committee shall ensure all material public documents relating to the financial performance, financial position or analysis thereon are reviewed by the Committee or another appropriate committee, as designated by the Board. Such documents would include, but not be limited to, interim financial statements and the annual information form (if any). In certain cases, involving timing constraints to file disclosure documents, the Committee may designate the responsibility for review to any two members of the Committee. The Committee shall review and monitor practices and procedures adopted by the Company to ensure compliance with applicable listing requirements, laws, regulations and other rules, and where appropriate, make recommendations or reports thereon to the Board.
- (i) Insurance coverage. The Committee shall review and make recommendations regarding insurance coverage (annually or as may be otherwise appropriate).
- (j) Charter. The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. MEETINGS AND PROCEDURES

4.1 Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter.

4.2 Quorum

Unless otherwise determined by the Committee, two or more members of the Committee shall constitute a quorum.

4.3 Attendance

The Committee may invite such officers, directors or employees of the Company, external auditors, insurance agents and brokers, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

4.4 Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised. In case of an equality of votes on any matter voted on by the Committee, the Chair shall have a second casting vote.

4.5 Decisions

Decisions of the Committee (by way of majority votes) shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the members of the Committee.

4.6 Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Company. The minutes of the Committee will be circulated to all members of the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

4.7 Authority to Engage Advisors

The Committee shall have the authority to engage, at the expense of the Company, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, tax, technical and accounting advisors, and establish the compensation of such advisors.

4.8 Reporting to the Board

The Committee shall report to the Board on such matters and questions relating to the mandate and activities of the Committee as the Committee may deem appropriate or as the Board may from time to time request or refer to the Committee.

4.9 Complaints

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this regard, the Committee shall establish and maintain procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

5. RESOURCES AND AUTHORITY

The Committee is granted all authority required by NI 52-110, including without limitation the authority to:

- (a) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company;

- (b) engage independent legal, tax, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties and set and pay the compensation for any advisors so engaged; and
- (c) communicate directly with the external auditors (and internal auditors, if any).

The Committee may request any officer or employee of the Company or the Company's counsel or other advisors to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

The Company shall provide the Committee all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any external auditor, as well as for any ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its responsibilities.

This Charter is not intended to give rise to civil liability or legally binding obligation on the part of the Committee, the Company or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: August 3, 2021