

AUDIT COMMITTEE MANDATE

The Audit Committee:

- must review and, if appropriate, recommend to the Board the approval of the financial statements, management's discussion & analysis (“MD&A”) and the financial information contained within annual and interim earnings press releases prior to this information being publicly disclosed;
- must annually review this written mandate (setting out the Audit Committee’s mandate and responsibilities) and recommend any changes to the Corporate Governance Committee;
- supply for the purposes of the Manual, in consultation with corporate counsel, a list of the laws, rules and regulations that pertain to the operation of the Audit Committee;
- must recommend to the Board the nomination, appointment, retention and compensation of external auditors (“Auditors”);
- must oversee the work of Auditors, which oversight may include approval of the Auditor’s audit plan, planning report, annual engagement letter, or services related thereto, subject to ratification by the Board
- must review and approve all non-audit services provided by the Auditors prior to the performance of those services;
- communicates directly with the Auditors who must report directly to the Audit Committee;
- must be satisfied that adequate procedures are in place for the review of Rubellite’s public disclosure of financial information extracted or derived from the financial statements, and must periodically assess the adequacies of those procedures;
- must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- must review and approve Rubellite’s hiring policies regarding former and existing partners and employees of past or present Auditors;
- reviews programs and policies regarding the maintenance and effectiveness of disclosure controls and internal controls over the Corporation's accounting and financial reporting systems;
- reviews insurance coverage and Directors’ and Officers’ liability insurance; and
- liaises with the reserves committee (“Reserves Committee”) on matters relating to reserves valuations which impact the financial statements of Rubellite.

Purpose

The Audit Committee’s purpose is to provide assistance to the Board in fulfilling its legal, regulatory and fiduciary obligations with respect to financial accounting, internal control processes, continuous public disclosure, the independent audit function, non-audit services provided by Auditors and such other related matters as may be delegated by the Board.

Composition, Procedures and Organization

1. The Audit Committee will be comprised of three or more Directors as determined from time to time by resolution of the Board.

2. Each member of the Audit Committee must be independent as defined in NI 52-110 and as such must be free from any material relationship that may interfere with the exercise of his or her independent judgment as a member of the Audit Committee.
3. Consistent with the appointment of other Board committees, the members of the Audit Committee will be appointed by the Board at the first meeting of the Board following each annual general meeting or at such other time as may be determined by the Board.
4. The Audit Committee will designate the Chair of the Audit Committee by majority vote. The presence in person or by telephone of a majority of the Audit Committee's members constitutes a quorum for any meeting.
5. All actions of the Audit Committee will require a vote of the majority of its members present at a meeting of such committee at which a quorum is present.
6. All members of the Audit Committee must be financially literate at the time of their appointment or have become financially literate within a reasonable period of time after such appointment. NI 52-110 sets out that 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 Rubellite's financial statements.

Accountability and Reporting

The Audit Committee is accountable to the Board. The Audit Committee must provide the Board with a summary of all meetings and its recommendations together with a copy of the minutes of each such meeting. If applicable, the Chair will provide oral reports as requested.

All information reviewed and discussed by the Audit Committee at any meeting must be retained and made available for examination by the Board. The Audit Committee will review its mandate annually and will forward to the Corporate Governance Committee any recommended alterations to that mandate.

Meetings

The Audit Committee will meet with such frequency and at such intervals as it determines is necessary to carry out its duties and responsibilities.

The Audit Committee will meet to review and recommend for approval to the Board of Directors the interim and year-end financial statements and MD&A; related financial public disclosure and regulatory filings including Rubellite's Annual Information Form; other continuous disclosure documentation ("Continuous Disclosure Documents") as described in NI 51-102 (which is incorporated herein by reference); and to report to the Board on same. In addition to regularly scheduled quarterly meetings, the Audit Committee may meet on other occasions with the Auditors in order to be advised of current practices in the industry and to discuss and review other matters including the annual work plans, processes and procedures. The Audit Committee must meet at least quarterly with the Auditors in the absence of Rubellite's management and Officers and employees to discuss any matters that the Audit Committee or a committee member believes should be discussed privately.

The Chair of the Audit Committee will appoint a Director, Officer or employee of Rubellite to act as secretary for the purposes of recording the minutes of each meeting.

Responsibilities

The Audit Committee must:

- review and approve the mandate annually;
- review and recommend to the Board the appointment, termination and retention of, and the compensation to be paid to, the Auditors;
- evaluate the performance of the Auditors;
- review and consider the Auditors' audit plan and annual engagement letter including the proposed fees and the proposed work plan;
- consider and make recommendations to the Board or otherwise pre-approve, all non-audit services provided by the Auditors to Rubellite;
- oversee the work and the performance of the Auditors, review the independence of the Auditors and report to the Board on these matters;
- review the annual and quarterly financial statements, MD&A and financial information contained within the press releases, Annual Information Form and other related Continuous Disclosure Documents as appropriate, prior to their public disclosure;
- review the Auditors' report on the annual audited financial statements and the Auditor's review letters on interim financial statements;
- provide oral or written reports to the Board when necessary;
- resolve disagreements between management and the Auditors regarding financial reporting;
- receive periodic certificates and reports from management with respect to compliance with financial, regulatory, taxation and continuous disclosure requirements, and satisfy itself (a) that adequate procedures are in place to ensure timely and full public disclosure of Continuous Disclosure Documents; and, (b) that a system of internal controls over financial reporting has been implemented and is being maintained in accordance with applicable Rubellite policies; and additionally, must consider whether any identified deficiencies in internal controls are significant or are material weaknesses;
- meet with the Auditors, without management being present, at each time the interim and financial statements are being considered, to ensure that no management restrictions have been placed on the scope of the Auditors' work and to discuss the working relationship between the Auditors and management and other matters that the Audit Committee or the Auditors may wish to raise;
- review and monitor the implementation and adequacy of disclosure policies;
- review insurance coverage including Directors' and Officers' liability insurance;
- be notified in writing within three business days of any fraud, litigation or regulatory investigation which, in the opinion of the Corporation's management, is material. Confirmation of receipt of such notification by each member of the Audit Committee will additionally be required. Any fraud, material litigation or regulatory investigation not reported as outlined above will be reported quarterly to the Board at the March, May, August, and November meetings immediately following the discovery of such occurrence;
- review and monitor the implementation and adequacy of hedging policies and controls;
- review compliance with applicable laws, regulations and policies;

- be advised of and review the results of any internal audits of Rubellite and report on same to the Board;
- establish procedures for:
 1. the receipt, retention and treatment of complaints received by Rubellite regarding accounting, internal accounting controls, or auditing matters; and
 2. the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters; (together with (a), a “Whistleblower Process”);
- ensure that Rubellite management regularly advises employees of the existence of a Whistleblower Process;
- receive regular reports respecting complaints made under the Whistleblower Process;
- inform the Auditors of whether the Audit Committee has knowledge of any actual, suspected or alleged fraud affecting Rubellite, including complaints regarding financial reporting and confidential submissions by employees;
- review and validate Rubellite management's annual review of fraud risk assessment;
- review and monitor the implementation and adequacy of cyber-security policies and procedures;
- review and approve annual ESTMA report;
- review the enterprise risk management project;
- review and approve Rubellite’s hiring policies regarding partners, employees and former partners and employees of the present and former Auditor of the issuer; and
- monitor the selection and application of proper accounting principles and practices and to review the status of all relevant financial and related fiduciary aspects of Rubellite.