



MacDonald, Dettwiler and Associates Ltd.

AUDIT COMMITTEE CHARTER

1. PURPOSE

Senior management, as overseen by the Board of Directors (the “Board”), has primary responsibility for the Company’s financial reporting, accounting systems, and internal controls.

The primary function of the Audit Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities by reviewing and reporting to the Board on the financial reports and other financial information provided by the Company to any regulatory body, shareholders and the public; the Company’s systems of internal controls regarding finance and accounting; and financial and cost reporting processes, the audit process and the Company’s process for compliance with laws and regulations.

The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting process and internal control system including the review of significant accounting and reporting issues including their impact on the financial statements.
- Review and appraise the audit efforts of the Company’s independent auditors.
- Provide an open avenue of communication among the independent auditors, senior management and the Board.
- Ensure the Company has appropriate processes in place to identify and manage the principal financial risks of its business.

2. COMPOSITION

The Committee shall be comprised of a minimum of three members, as determined by the Board. All members of the Committee shall be “independent”, as defined in accordance with applicable securities laws and standards of the stock exchange(s) on which the Company’s securities are listed, and have no relationship to the Company that may interfere with the exercise of their independence from management and shareholders. In addition, all members of the Committee shall be “financially literate”, as defined in accordance with applicable securities laws and standards of the stock exchange(s) on which the Company’s securities are listed, and have a working familiarity with basic finance and accounting practices. At least one member of the Committee shall have accounting or related financial management expertise.

The Committee shall be appointed by the Board at the first meeting of the Board, following the Annual General Meeting to hold office until the next Annual General Meeting. Any Committee member may be removed or replaced at any time by the Board. Committee members shall cease to be a member upon ceasing to be a Director of the Company. Each member shall hold office until the earlier of the close of the next annual meeting of shareholders of the Company or until the member resigns or is replaced.

3. CHAIR OF THE COMMITTEE

Unless the Directors elect a Chair of the Committee, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership.

The Chair of the Committee shall:

- Call and conduct the meetings of the Committee;
- Be entitled to vote to resolve any ties;
- Prepare and forward to members of the Committee the agenda for each meeting of the Committee, and include, in the agenda, any items proposed for inclusion in the agenda by any member of the Committee;
- Review with the Chief Financial Officer (“CFO”) and the auditors of the Company any matters referred to the Chair by the CFO or the auditors of the Company;
- Appoint a secretary, who need not be a member of the Committee, to take minutes of the meetings of the Committee; and
- Act in a manner that the Committee meetings are conducted in an efficient, effective and focused manner.

4. MEETINGS

The Committee shall meet at least four times annually or more frequently as circumstances dictate. Any member of the Committee may call a meeting. As part of its goal to foster open communication, the Committee should meet at least annually with management, the internal auditor and the independent auditors in separate sessions to discuss any matters the Committee or each of these groups believes should be discussed privately. The Committee may meet privately with outside counsel of its choosing, the independent auditors and the Chief Financial Officer of the Company, as necessary.

The independent auditors of the Company shall receive notice of every meeting of the Committee and may request a meeting of the Committee be called by notifying the Chair of the Committee.

The following provides additional guidance with respect to meetings of the Committee:

- A Chairman shall be elected from among the members of the Committee.
- A quorum of a meeting of the Committee shall consist of a simple majority of the members of the Committee.
- The Committee may meet by telephone or video-conference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.
- The Committee shall appoint a Secretary to the Committee who shall record the proceedings of the meetings and maintain minutes of meetings and activities of the Committee to be reported to the Board following the meetings of the Committee.
- The Committee may request the presence at any meeting, of representatives from the independent auditors, senior management, legal counsel, external consultants, or anyone who they feel could contribute to the subject of the meeting.
- The Chair shall, in consultation with management and the independent auditors, establish the agenda for the meetings and ensure the properly prepared agenda materials are circulated to members with sufficient time for review prior to the meeting.

- The Committee shall report after each meeting to the Board on significant results of the exercise of their responsibilities.

5. RESPONSIBILITIES, DUTIES, AUTHORITY

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section 1 of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of this Committee outlined in Section 1.

The Committee, in discharging its oversight role, is empowered to investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority to retain outside counsel, accounting, or other advisors for this purpose, including authority to approve the fees payable to such advisors and other terms of retention.

The Committee shall be given full access to the Board, management of the Company, employees of the Company, directly and indirectly responsible for financial reporting, the internal auditor and the independent auditors, as necessary, to carry out these responsibilities. While acting within the scope of this stated purpose, the Committee shall have all the authority of the Board.

Notwithstanding the foregoing, the Committee is not responsible for certifying the financial statements of the Company or guaranteeing the independent auditors' report. The fundamental responsibility for the financial statements and disclosures rests with management of the Company and the independent auditors. Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on (i) the integrity of those persons or organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations and (iii) representations made by management and the external auditors, as to any information technology, internal audit and other non-audit services provided by the external auditors to the Company and its subsidiaries.

To fulfil its primary duties and responsibilities, the Committee shall adhere to the following terms:

(a) Documents/Reports Review

- Review and update this Charter annually to determine whether revisions are necessary.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Prior to public disclosure, review and recommend for approval the Company's audited annual consolidated financial statements and any reports or other financial information submitted to shareholders, including review of the nature and extent of any significant changes in accounting principles, judgements, estimates, accruals and valuations.
- Prior to public disclosure, review and recommend for approval the Company's quarterly consolidated financial statements and any reports or other financial information submitted to shareholders or regulatory bodies.
- Prior to public disclosure, review the annual and interim MD&A and other sections of the annual report before release.

- Prior to public disclosure, review earnings press releases and earnings guidance, if any.
- Review the material financial information included in any prospectus, press release, information circular or annual information form prior to their release and, where appropriate, recommend to the Board whether such prospectus, press release, information circular or annual information form should be approved by the Board.
- Review complex and/or unusual transactions such as restructuring charges, purchase accounting and other judgement areas such as those involving valuation of assets and liabilities.
- Obtain reasonable assurance from management about the process for ensuring the accuracy and timeliness of public disclosure documents that contain audited and unaudited financial information, and periodically receive reports that management assesses the adequacy of those processes.
- Review the annual Insurance Report of the Company.
- Review the Annual Tax Status Report of the Company.
- Review the Company's liquidity and cash management process and credit agreements.
- Review the Company's business continuity planning and disaster recovery planning.
- Review the Company's compliance with banking financial covenants.
- Obtain reasonable assurance from discussions with and (or) reports from management, and reports from independent and internal auditors that the Company's accounting systems are reliable and that the prescribed internal controls are operating effectively.
- Establish procedures for overseeing complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(b) Independent Auditors

The independent auditors are accountable to the Board, as representatives of the shareholders, and report directly to the Committee. The Committee is responsible for overseeing the work of the independent auditors, including the resolution of disagreements between management and the independent auditors regarding financial reporting.

In order to ensure itself that the independent audit function has been effectively carried out and that any matters that the independent auditors consider appropriate to bring to the attention of the Board have been addressed, the Committee shall:

- Recommend to the Board the selection (retention or replacement) of the independent auditors, considering independence and effectiveness, and recommend approval of audit fees to be paid to the independent auditors. On an annual basis, the Committee should review and discuss with the independent auditors all significant relationships its accountants have with the Company. The Committee shall specifically confirm their independence and will ensure management documents the review and assessment. If there is a recommendation to change the auditors, review all the issues to change and the steps for an orderly transition.

- Review the independent auditors' audit plan and engagement letter with management and the independent auditors, including audit scope and approach.
- The Committee shall annually discuss with the independent auditors, internal auditor and management, the adequacy and effectiveness of the disclosure controls of the Company and elicit recommendations for the improvement of such controls or particular areas where new or more detailed controls or procedures are desirable.
- Meet with the independent auditors and management in private sessions to discuss matters the Committee or these groups believe should be discussed privately.
- Review annually the actual non-audit services and related fees provided by the independent auditors.
- Review and pre-approve the planned non-audit services and the related fees. Any changes in such services and related fees must be reviewed and approved by the Committee Chair, who will present the item at the first scheduled meeting following such change. The Committee may delegate the pre-approval of non-audit services to any one member of the Committee, provided however, a report is made to the Committee on any pre-approval of such services at the Committee's first scheduled meeting following the pre-approval.
- Review and assess the performance of the independent auditors, including consideration of demonstrated independent audit judgement and application adherence to accounting policy and standards.
- Review and approve partner rotation of the independent auditors.
- Conduct post-audit review of significant risks and exposures, audit activities and significant audit findings.
- Review post-audit or management letters, containing recommendations of the independent auditors and management's response.
- Review reports of the independent auditors.
- Review and approve the hiring policies regarding employees and former employees of the present and former independent auditors.
- Engage the independent auditors to review the quarterly interim financial statements.
- Direct the independent auditors' examinations to particular areas.
- Request the independent auditors to undertake special examinations.

(c) Internal Auditor

The internal auditor shall report functionally to the Committee and administratively to the Chief Financial Officer and the Committee shall:

- Review the terms of reference of the internal audit function.

- Review the resources, budget, reporting relationships and planned activities of the internal audit function.
- Meet at least annually with management and the internal auditor in order to review internal audit findings and determine that they are being properly followed up, including the status of previous audit recommendations and any difficulties in the course of his work.
- Review the scope of responsibilities and effectiveness of the internal auditor, his responsibilities, activities, organizational structure and resources, his independence from management, his credentials and his working relationship with the independent auditors.
- Meet privately, as required but at least annually, with the internal auditor to discuss pertinent matters, including the quality of internal control and the qualitative judgements applied to his deliberations.
- The internal auditor shall report to the Committee on the results of the internal audit activities and shall also have direct access to the Chair of the Committee when the internal auditor determines necessary.

6. OTHER DUTIES

(a) Legal/Regulatory Matters and Ethics

To provide assurance of Company compliance with all legal and regulatory requirements, the Committee shall:

- Consider the financial statement implications of applicable laws and regulations overseen by other Committees of the Board.
- Receive and review copies of legal letters provided to the independent auditors, by in-house and outside counsel regarding claims and possible claims against the Company.
- Make inquiries of management, as well as the independent and internal auditors, to ensure that all material legal matters have been brought to the attention of the Committee.
- Obtain assurance from management regarding the Company's compliance with applicable laws and regulations in all jurisdictions where the Company does business.
- On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements or risk profile, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.
- Oversee the Company's Employee Disclosure Program.
- Oversee the Company's Disclosure Policy Committee.

(b) Regulations

The following are certain regulations with respect to the Committee:

- The Committee shall have the power, authority and discretion delegated to it by the Board and shall conform to the regulations which may from time to time be imposed upon it by the Board.
- The Committee may meet and adjourn, as it thinks proper. Questions arising shall be determined by a majority of votes of the members of the Committee present.
- A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Committee and shall be effective on the date thereon.
- The Committee shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose.
- The Board of Directors shall have the power at any time to revoke or override the authority given to or acts done by the Committee except as to acts done before such revocation or act of overriding and to terminate the appointment or change the membership of the Committee or fill in it as it shall see fit.
- The Committee shall have unrestricted and unfettered access to all Company personnel and documents and shall be provided with the resources, including independent counsel and other professional advisors where necessary, to carry out its responsibilities.

(c) Officer's Expenses

- The Committee shall review policies and procedures with respect to the Chair of the Board and the President and Chief Executive Officer's expense accounts and perquisites, including their use of corporate assets.
- The Committee shall periodically review a summary of major expenses incurred by the Chair of the Board.

(d) Annual Performance Review

The Committee shall perform a review and evaluation annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall evaluate, annually, the adequacy of this Charter and recommend any proposed changes to the Board.

(e) Other Duties

The Committee shall perform such other functions as assigned by law or regulation or as required by the Board.