

## SCHEDULE A

### GATEKEEPER SYSTEMS INC. (the “Company”)

#### AUDIT COMMITTEE CHARTER

##### Mandate

The primary function of the Audit Committee is to assist the Company’s board of directors (the “**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 and the Company’s auditing, accounting, and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Audit 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.
- 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.

##### Composition and Membership

###### **Number and Independence**

The Audit Committee shall be comprised of not fewer than three directors of the Company.

The majority of the Audit Committee’s members must be “independent” in accordance with applicable regulatory and stock exchange requirements and shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee. Each member of the Committee will determine, no less frequently than annually, based on all relevant facts and circumstances, whether such member satisfies the criteria for independence.

###### **Selection and Removal**

The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting of the Company, and serve at the pleasure of the Board of Directors. Members of the Audit Committee shall be appointed for one-year terms. Each member shall serve until his or her replacement is appointed, or until he or she resigns or is removed from the Board of Directors or the Audit Committee. The Board of Directors may remove members of the Audit Committee at any time with or without cause.

Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

## **Compensation**

The compensation of the members of the Audit Committee shall be as determined by the Board of Directors.

## **Financial Literacy**

Members of the Audit Committee shall be financially literate or shall become financially literate at his or her earliest opportunity following his or her appointment. For the purposes of the Company's Charter, the definition of "financially literate" is 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 Company's financial statements.

The Company will strive to include a financial expert on the Audit Committee. An Audit Committee financial expert means a person having: (i) an understanding of financial statements and accounting principles; (ii) the ability to assess the general application of such accounting principles in connection with the Company's business and operations; (iii) experience in preparing, auditing, analyzing or evaluating financial statements that present a similar breadth and level of complexity as the Company's financial statements; (iv) an understanding of internal controls; and (v) an understanding of an Audit Committee's functions.

## **Meetings, Procedures and Administration**

### **Meetings and Quorum**

The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities, but not less than four times annually. As part of its job to foster open communication, the Audit Committee will meet quarterly with the Chief Financial Officer and at least annually with the external auditors in separate sessions.

The Audit Committee shall keep minutes of its meetings and any other records as it deems appropriate. A quorum for meetings shall be a majority of the members of the Committee.

### **Subcommittees**

The Audit Committee may form and delegate authority to one or more subcommittees, consisting of at least one member, as it deems appropriate from time to time under the circumstances.

### **Reports to the Board of Directors**

The Audit Committee shall report (orally or otherwise) regularly to the Board of Directors following meetings of the Audit Committee with respect to such matters as are relevant to the Audit Committee's discharge of its responsibilities, and shall report in writing on request of the Chairman of the Board of Directors.

### **Review of Charter**

The Audit Committee shall, at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

## **Independent Advisors**

The Audit Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be regular advisors to the Company. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay appropriate compensation to advisors engaged by the Audit Committee.

## **Investigations**

The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any Officer or other person to meet with the Audit Committee and to access all Company records.

## **Annual Self-Evaluation**

The Audit Committee shall evaluate its own performance at least annually.

## **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Audit Committee shall:

## **Documents/Reports Review**

- (a) Review and update this Charter annually.
- (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 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.

## **External Auditors**

- (a) Review annually, the performance of the external auditors who are accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement from the external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (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 full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

- (f) At least annually, 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.
- (g) 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.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
  - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - iii. such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

### **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.
- (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 auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such 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) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### **Related Party Transactions**

The Audit Committee shall review for fairness the Company proposed transactions, contracts and other arrangements between the Company and its subsidiaries and any related party or affiliate, and make recommendations to the Board of Directors whether any such transactions, contracts and other arrangements should be approved or continued. The foregoing shall not include any compensation payable pursuant to any plan, program, contract or arrangement subject to the authority of the Company's Compensation Committee.

As used herein the term "related party" means any officer or director of the Company or any subsidiary, any company controlled by any such officer or director, or any shareholder holding a greater than 10% direct or indirect financial or voting interest in the Company, and the term "affiliate" means any person, whether acting alone or in concert with others, that has the power to exercise a controlling influence over the Company and its subsidiaries.

### **Additional Powers and Responsibilities**

The Audit Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

### **EFFECTIVE DATE**

This Mandate was implemented by the Board on June 17, 2016