UNITED CORPORATIONS LIMITED

2018 ANNUAL INFORMATION FORM

MAY 8, 2018

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CORPORATE STRUCTURE

United Corporations Limited ("United" or the "Company") is an investment corporation, incorporated under the Companies Act (Canada) by Letters Patent dated May 6, 1933 and continued under the Canada Business Corporations Act by Certificate of Continuance dated September 20, 1977.

The registered office of the Company is located at 165 University Avenue, Tenth Floor, Toronto, Ontario, M5H 3B8.

The Company's wholly-owned subsidiary, UNC Holdings No. 3 Limited, was incorporated under the laws of the Province of Ontario.

GENERAL DEVELOPMENT OF THE BUSINESS – THREE-YEAR HISTORY

United is a closed-end investment corporation that trades on the Toronto Stock Exchange under the symbols UNC; UNC.PR.A; UNC.PR.B; and UNC.PR.C.

United has always been an investment vehicle for long-term growth through investments in common equities, as management believes that over long periods of time common equities, as an asset class, will outperform fixed income instruments or balanced funds. The equity investments in the portfolio reflect investment opportunities world-wide.

DESCRIPTION OF THE BUSINESS

The objective of the Company is to earn an above-average rate of return, primarily through long-term capital appreciation and dividend income. Short-term volatility is expected and tolerated. Management remains confident that the Company's investment strategy is expected to reward shareholders over the long term.

The investment portfolio of the Company comprises a mix of predominantly foreign equities. Net equity value and net investment income may vary significantly from period to period depending on the economic environment and market conditions.

United is an investment vehicle for long-term growth through investments in common equities, as management believes that over long periods of time, common equities, as an asset class, will outperform fixed-income instruments or balanced funds. From time to time, however, the assets of the Company may be invested in interest-bearing short-term securities pending the selection of suitable equity investments.

The Board of Directors is responsible for the management of the Company and retains and monitors the performance of the managers, but the Board does not select equities for the global portfolio and the investment manager does not seek the approval of the Board prior to buying or selling securities for the Company.

The majority of the Company's investment portfolio is actively managed by Jarislowsky Fraser Limited ("JFL") and ValueInvest Asset Management S.A. ("ValueInvest"). Each of the managers has a global equity mandate. On September 29, 2017, the Company allocated approximately $100 million of its assets to emerging markets mandates, $50 million invested in LSV Emerging

Markets Small Cap Equity Fund, LP and $50 million in Burgundy Emerging Markets Equity Fund. The LSV mandate is managed by LSV Asset Management, a value equity manager whose head office is in Chicago, Illinois. The Burgundy mandate is managed by Burgundy Asset Management Ltd., a fundamental value-driven investment manager whose head office is in Toronto.

As at March 31, 2018, approximately 44% of the investment portfolio was managed by JFL. JFL is a global investment manager that commenced operations in 1955 and whose head office is in Montreal, Quebec, with offices in Toronto, Calgary, Vancouver, and New York. Pursuant to the JFL investment management agreement, JFL is responsible to select global equities with the primary objective of the preservation and enhancement of the value of capital through prudent diversification of high quality investments. The benchmark for the portfolio is the MSCI World ex-Canada Index. The investment manager manages the portfolio using a long-term bottom-up investment philosophy, which is to purchase good companies with strong economics and management, whose shares are selling below JFL's estimate of intrinsic value. Investments are made in publicly traded equity securities of companies outside of Canada, with between 80%-100% allocated to non-cyclical blue chip industry leaders with large capitalizations (generally a market capitalization of US$3 billion), and the balance allocated to cyclical smaller market capitalization companies (the market capitalization for these investments may be as low as US$500,000 for smaller or emerging markets). The target geographic mix expressed as a percentage of the portfolio is as follows: U.S. equities 30-70%; international equities 30-70%; and emerging markets 0-10%. The portfolio normally consists of 45-75 companies.

JFL's global equities mandate includes the following parameters:

- equity holdings in any one sector will be limited to a maximum of 40% of the market value of the portfolio; and,
- existing positions in any one company will not exceed 10% of the market value of the portfolio.

JFL's fee is 0.15% of the market value of the assets, payable quarterly in arrears. No other fees are payable, such as a termination or performance fee. The contract may be terminated at any time by either party providing 30 days' written notice. The agreement is posted on the Company's profile on SEDAR.

On February 12, 2018 The Bank of Nova Scotia announced that it would acquire Jarislowsky, and on May 1, 2018 the acquisition was completed.

As at March 31, 2018, approximately 47% of the investment portfolio was managed by ValueInvest. ValueInvest is a global investment manager that commenced operations in 1998 and whose head office is in the Grand Duchy of Luxembourg. ValueInvest provides portfolio advisory services to Canadian clients through Pier 21 Asset Management Inc. ("Pier 21"), a registered portfolio manager based in Montreal, Quebec. United's investment management contract is with registrant Pier 21, which delegates the discretionary investment services to ValueInvest. ValueInvest's investment objective is to provide long-term growth primarily through capital appreciation, by investing in a portfolio of common stocks and equivalent securities of major companies around the world. The investment philosophy rests on its core conviction that long-term preservation and accumulation of wealth can best be achieved through a combination of attractive valuations and thorough assessment of the quality of the businesses. The hallmarks of quality include profitability, earnings stability, low debt, and efficient use of assets. High-quality businesses with sustainable competitive advantages are believed to increase shareholder wealth throughout business cycles.

The aim is to produce attractive risk-adjusted long-term returns investing in understandable businesses with mispriced earnings power. Great importance is placed on assessing risks and in-depth research is used to gain detailed insight into the companies invested in.

The benchmark for the portfolio is the MSCI World Index and the goal is to generate total returns before fees that exceed the performance of the benchmark index over a substantial majority of 4-year periods, ending at quarterly intervals, and by an average annualized added value for those periods of 200 basis points.

Investments are made in common stock and equivalent securities of companies around the world, and there are no mandated industry sector or country exposure limitations. ValueInvest may hold a maximum of 20% cash and short-term equivalents. No more than 10% of a company's total share capital may be owned in the portfolio. There is no target geographic mix for the portfolio. The portfolio normally consists of 30-80 companies.

The fees are based on the market value of the portfolio, calculated and invoiced monthly in arrears, at the following rates: for the first $100 million, 60 bps; for the next $100 million, 50 bps; for the next $50 million, 45 bps; and thereafter 40 bps. No other fees are payable, such as a termination or performance fee. The contract may be terminated at any time by either party providing 60 days' written notice. The agreement is posted on the Company's profile on SEDAR.

On March 12, 2018, ValueInvest entered into an agreement to be acquired by Macquarie Investment Management which is expected to close during 2018.

Neither of JFL or ValueInvest are permitted to invest in shares of the Company or other reporting issuers related to the Company.

The remaining investment in the portfolio, Algoma Central Corporation ("Algoma"), a related party to the Company, is a long-term asset of the Company.

The Company has always been a closed-end investment corporation and has never purchased its Common Shares for cancellation. The Common Shares have, over the past 10 years, traded at a discount to their net asset value, ranging from a 40% discount to a 15% discount.

United has no plans to become an open-ended investment fund.

Closed-end funds have the following benefits: they often allow investors the opportunity to purchase assets at a discounted price; they have management expense ratios which are generally much lower than those for open-ended funds; and the management of a closed-end fund's portfolio is not impacted by shareholder subscription or redemption activities.

RISK FACTORS

The Company faces a broad range of risks and uncertainties in maintaining a global equity portfolio. The following is a summary of various types of investment risks facing the Company.

Reliance on E-L Financial for administrative services

E-L Financial provides back office services for United, including the preparation of financial statements and disclosure documents. The Administrative Services Agreement is terminable at the option of either party on 30 days' notice. The termination of the contract by E-L Financial could have an adverse effect on United if the services cannot be easily replaced by another party.

Conflicts of interest

United has a direct investment in a related party, Algoma, a publicly-traded shipping company. United's investment in Algoma does not present a conflict of interest for United, as it operates as a discrete entity with a separate Board of Directors, the majority of whom are independent. E-L Financial holds a 52.0% interest in United. The Administrative Services Agreement with E-L Financial provides United access to administrative services at a reasonable cost, and it does not view that relationship as presenting a conflict of interest.

Reliance on Jarislowsky Fraser Limited and ValueInvest Asset Management

JFL and ValueInvest are the investment managers of United's global equity portfolio. As at March 31, 2018 approximately 44% of United's investments are managed by JFL and 47% are managed by ValueInvest. The contribution of certain of their professionals is important to the performance of United's global portfolio and the loss of these professionals could have an adverse impact on the United.

Foreign investment risk

United's global securities will include investments in securities denominated in a currency other than Canadian dollars, which is the reporting currency for United. United invests in securities issued by corporations in countries other than in Canada. Investing in foreign securities can be beneficial by providing investment opportunities and portfolio diversification, but there are risks associated with foreign investments, including:

- companies outside of Canada may be subject to different regulations, standards, reporting practices and disclosure requirements than those which apply in Canada;
- the legal systems of some foreign countries may not adequately protect investor rights;
- political, social or economic instability may affect the value of foreign securities; and,
- foreign governments may make significant changes to tax policies which could affect the value of foreign securities.

Foreign currency risk

The investments of United denominated in other than Canadian dollars expose United to foreign currency risk. Foreign currency risk is the risk that the value of an investment denominated in foreign currency will fluctuate because of changes in exchange rates and create an adverse effect on earnings and net equity value when measured in Canadian dollars. Neither the Company nor the investment managers hedge foreign currency.

Market risk

The value of the Company's shares is dependent on the value of the securities in which the Company invests. The value of these investments may vary from day to day depending on a number of factors including economic conditions, global events and market news, and on the performance of the issuers of the securities in which the Company invests.

Liquidity risk

The Company may be exposed to liquidity risk as it is possible that the Company will not be able to convert an investment to cash. This may be due to the size of the holding or the limited market for the investment.

Securities lending risk

From time to time United participates in securities lending. Securities lending could expose the lender to the risk of counterparty failure. RBC Investor Services ("RBC IS"), the Company's custodian, acts as lending agent. The Company's agreement with RBC IS provides that RBC IS, as agent for the Company, lends the Company's securities to borrowing counterparties in exchange for a fee to be paid by these borrowers. RBC IS is responsible to return the borrowed securities to the Company when required, and RBC IS indemnifies the Company in the event of borrower default. The Company has recourse to the Royal Bank of Canada in the event of a failure by RBC IS to discharge its obligation to the Company.

Emerging markets risks

Emerging markets have the risks described under Foreign investment risk and Foreign currency risk. In addition, investments in emerging markets are more likely to experience political, economic and social instability, which may result in higher levels of market value volatility. Emerging market securities are often less liquid, resulting in settlement delays and higher trading costs.

In addition to the risks faced by the Company, the shareholders may face **Discount Risk.** The Company's shares usually trade at a discount, or at a lower value than its net equity value per share. The share price is established by markets which reflect the demand and the supply of the shares. As a result, the Company's shareholders may experience a return that is different from the net asset value return of the Company.

There is **Liquidity Risk** for the investor as the volume of the Company's shares traded on the TSX has historically been low. There is the possibility that shareholders may not be able to sell the Company's shares on a timely basis.

DIVIDENDS

The Company's dividend policy is to distribute annual net investment income, after Preferred Share dividends, in the form of Common Share dividends. The distributions will be composed of $0.30 quarterly dividends together with an additional dividend representing the balance of net investment income for the previous fiscal year. This additional dividend will be paid in the first quarter following the fiscal year end. The Company's dividend policy is established by the Board of directors and is subject to change.

The Company pays quarterly dividends on its Common and Preferred Shares in February, May, August and November of each year. On February 7, 2017 the Board of Directors approved an increase in the quarterly dividend for Common Shares, from the long-standing rate of $0.20 per Common Share to $0.30 per Common Share with effect from the dividend payable May 15, 2017. The Company paid additional cash dividends of: $1.33 on June 30, 2016 and $1.12 on June 30, 2017, and has approved the payment of an additional cash dividend of $0.78 on June 29, 2018. These dividends represent a distribution of the balance of net investment income for the years ended March 31, 2016, March 31, 2017 and March 31, 2018. For Preferred Shares, the quarterly dividend has been $0.375 per Preferred Share, unchanged over the last three years.

DESCRIPTION OF CAPITAL STRUCTURE

The classes of shares and, where applicable, the maximum number of shares that the Company is authorized to issue are as follows:

(a) 52,237 First Preferred Shares without nominal or par value are redeemable at $30.00 each;

(b) 200,000 Second Preferred Shares without nominal or par value, issuable in series of which: 80,290 are designated $1.50 Cumulative Redeemable Second Preferred Shares, 1959 Series ("1959 Series Second Preferred Shares") and are redeemable at $30.00 each; and, 119,710 shares are designated $1.50 Cumulative Redeemable Second Preferred Shares, 1963 Series ("1963 Series Second Preferred Shares") and are redeemable at $31.50 each;

(c) Third Preferred Shares without nominal or par value, issuable in series. The maximum number of Third Preferred Shares that may be outstanding at any time shall be the number for which the stated value does not exceed $15,000,000; and

(d) An unlimited number of Common Shares.

As at March 31, 2018, the following shares are outstanding:

- 52,237 First Preferred Shares;
- 80,290 1959 Series Second Preferred Shares;
- 119,710 1963 Series Second Preferred Shares; and
- 12,194,193 Common Shares.

MARKET FOR SECURITIES

United's shares trade on the Toronto Stock Exchange ("TSX"). The stock exchange symbols of the Company's listed capital stock are as follows:

- Common Shares – UNC;
- First Preferred Shares – UNC.PR.A;
- 1959 Series Second Preferred Shares – UNC.PR.B; and
- 1963 Series Second Preferred Shares – UNC.PR.C.

The following table shows the price range and volume of each listed stock, if traded, in each of the last twelve months.

Month 2017	**High ($)**	**Low ($)**	**Volume**
April			
Common	100.69	97.41	8,511
1963 Second Preferred	28.50	28.50	400
May			
Common	103.24	99.90	17,467
First Preferred	28.10	28.20	800
1959 Second Preferred	29.00	29.00	684
June			
Common	102.75	99.80	7,332
July			
Common	99.20	98.50	5,854
1959 Second Preferred	29.00	29.00	100
August			
Common	99.00	94.22	13,790
First Preferred	30.00	30.00	100
September			
Common	96.40	94.22	11,908
October			
Common	98.60	95.50	14,089
November			
Common	101.69	98.02	23,845
First Preferred	27.00	27.00	200
December			
Common	103.00	100.00	17,352
Month 2018			
January			
Common	106.49	101.15	14,122
1963 Second Preferred	28.50	27.00	600
February			
Common	102.55	98.13	16,215
1963 Second Preferred	27.00	27.00	900
March			
Common	103.74	100.10	9,991
First Preferred	28.50	28.50	300

DIRECTORS AND OFFICERS OF THE CORPORATION

The following table sets out the names of all directors and officers of the Company, the positions with the Company held by each, and the principal occupation held by each. All directors and officers reside in Ontario, Canada.

Name (1) (2)	Position with Company	Director Since	Principal Occupation
David J. Dawson	Director	2015	Managing Director Protiviti
Duncan N.R. Jackman	Director, Chairman and President	1998	Chairman of the Board, President and Chief Executive Officer E-L Financial Corporation Limited
Kim Shannon (3)	Director	2007	President and Co-Chief Investment Officer Sionna Investment Managers Inc.
Mark M. Taylor	Director	2001	Corporate Director
Michael J. White (3)	Director	1996	Chairman of the Board Addenda Capital Inc.
David R. Wingfield (3)	Director	2006	Partner Strosberg Sasso Sutts LLP
Scott F. Ewert	Vice-President	--	Vice-President and Chief Financial Officer E-L Financial Corporation Limited
Frank J. Glosnek	Treasurer	--	Controller E-L Financial Corporation Limited
Richard B. Carty	Corporate Secretary	--	Vice-President, General Counsel and Corporate Secretary E-L Financial Corporation Limited

(1) The terms of office of all directors expire at the time of the Annual Meeting of the Shareholders. Each director has served continuously from the year indicated.
(2) None of the directors or executive officers holds any preferred shares. The total number of Common Shares of United beneficially owned, controlled or directed, directly or indirectly, by all directors and executive officers as a group is 23,827.
(3) Members of the Audit Committee were Ms. Kim Shannon, Mr. Michael J. White (Chair) and Mr. David R. Wingfield.

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc. (“Computershare”), 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, is the Transfer Agent and Registrar for all classes of shares of the Company.

MATERIAL CONTRACTS AND ADMINISTRATIVE SERVICES AGREEMENT

The Company is party to three material contracts, which are the investment management agreements with JFL and ValueInvest, the particulars of which are provided under “Description of the Business” and an Administrative Services Agreement with E-L Financial effective October 1, 1991 and restated effective April 1, 2007.

Pursuant to the Administrative Services Agreement with E-L Financial, E-L Financial is responsible for, among other duties, the preparation and maintenance of financial records, quarterly and annual financial statements, the annual report, management information circular, annual information form and weekly net equity value calculations. The fee for administrative services earned by E-L Financial, which is based on 0.10% of the market value of the net assets of the Company, including HST, totalled $1,834,590 for the year ended March 31, 2018. The agreement is subject to termination at any time upon 30 days’ written notice by either party to the other, and like the investment management agreements, is filed on the Company’s profile on SEDAR.

INTEREST OF EXPERTS

PricewaterhouseCoopers LLP are the auditors of the Company, and they have advised that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Canada.

AUDIT COMMITTEE

Audit Committee Mandate

The Audit Committee mandate is attached to this Annual Information Form as Appendix A.

Composition of the Audit Committee

As of March 31, 2018, United’s Audit Committee consisted of Kim Shannon, Michael J. White (Chair) and David R. Wingfield. Each of these individuals is “independent” and “financially literate”, as those terms are defined in relevant Canadian securities legislation. The following is the education and experience of each Audit Committee member that is relevant to his or her skills at: (a) understanding accounting principles used by the Company to prepare its financial statements; (b) assessing the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (c) preparing, auditing, analysing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or actively supervising one or more persons engaged in such activities; and (d) understanding of internal controls and procedures for financial reporting.

Relevant Education and Experience

- Kim Shannon – Ms. Shannon joined the Board in 2007. Ms. Shannon has an MBA from the University of Toronto and holds the Chartered Financial Analyst designation. In 2002, she founded Sionna Investment Managers Inc., investment counsellors, of which she is the President and Co-Chief Investment Officer. Previously, Ms. Shannon had been in senior executive positions with large investment counselling firms. Ms. Shannon currently serves on the Board of Directors of the Canadian Coalition for Good Governance and is Chair of its Governance and Nominating Committee and a member of its Audit and Finance Committee, formerly she was Chair of its Accounting and Audit Policy Committee. Ms. Shannon also served on the Board of the Accounting Standards Oversight Council.

- Michael J. White (Chair) – Mr. White has served as a director of the Company since 1996. Mr. White currently serves as Chairman of Addenda Capital Inc. Mr. White is a Fellow of the Ontario Institute of Chartered Accountants and Chartered Professional Accountants and has over 30 years' experience as a senior executive in the financial services sector. He has served as a member of the boards of directors and on the audit committees of The Empire Life Insurance Company, The Dominion of Canada General Insurance Company, Canadian Investor Protection Fund, Holland Bloorview Kids Rehabilitation and Providence Healthcare.

- David R. Wingfield – Mr. Wingfield joined the Board in 2006. Mr. Wingfield has a BA (Hons) and an MA in Political Economy from University of Toronto, and an LLB from Queen's University. For over a decade until 2011 he was a Partner and a member of the Management Committee of WeirFoulds LLP, in which capacity he supervised the firm's financial activities and budgets and controls. During the years 2011-2013 Mr. Wingfield was the Executive Director of the Competition Bureau of the Federal Department of Justice, in which capacity he was responsible for budget setting and the financial management of this division. In his professional career Mr. Wingfield has acted as counsel on many cases involving corporate governance and financial disclosure and reporting, including cases involving complex financial issues.

Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures (the "Policies") for the pre-approval of services performed by the Company's external auditors. The objective of the Policies is to maintain the independence of the Company's external auditors. The Policies state that the Company's Audit Committee shall pre-approve audit and audit-related, tax and other non-audit services to be provided by the Company's external auditors.

The Policies also enumerate pre-approved services including specific audit, audit-related, tax and other non-audit services that are consistent with the independence requirements of the Multilateral Instrument 52-110, *Audit Committees*, Canadian independence standards for auditors and applicable legal requirements. The Policies do not delegate any of the Audit Committee's responsibilities to management of the Company.

External Auditor Service Fees

The table below summarizes the fees paid by the Company and its subsidiary to its external auditors, PricewaterhouseCoopers LLP.

	Year Ended March 31, 2018	Year Ended March 31, 2017
Audit	$55,100	$50,900
Audit Related	--	--
Tax	5,600	4,200
Other Non-audit	--	--
Total	$60,700	$55,100

Fees exclude Harmonized Sales Tax and Canadian Public Accountability Board fees.

The following is a description of the nature of the services provided by the external auditors:

- Audit services generally relate to annual audit of the consolidated financial statements, other regulatory-required auditor attest services relating to internal controls and services associated with the annual report, management information circular and annual information form, periodic reports and other documents filed with securities or regulatory bodies or other documents issued in connection with securities offerings.
- Audit-related services include employee benefit plans, accounting consultations and other services related to the financial statements, but not considered part of the audit.
- Tax services outside of the audit scope represent consultations for tax compliance, capital market transactions, insurance, capital tax, corporate tax planning, and assistance with the preparation of tax returns.
- Other non-audit services include translation services and benchmarking financial reporting practices.

ADDITIONAL INFORMATION

Additional information relating to United may be found at www.sedar.com and at www.ucorp.ca.

Additional information, including directors' and officers' remuneration and principal holders of United securities, is contained in the Management Information Circular for United's 2018 annual meeting of shareholders. Additional financial information is provided in the interim and annual financial statements and Management's Discussion & Analysis ("MD&A"). In addition to SEDAR, copies of the Management Information Circular, interim and annual financial statements and MD&A are available upon written request to the Secretary at the head office of United.

APPENDIX A

UNITED CORPORATIONS LIMITED
MANDATE OF THE AUDIT COMMITTEE

AUTHORITY

Primary responsibility for the Company's financial reporting, accounting and financial reporting systems and internal controls is vested in senior management and is overseen by the Board of Directors. The Audit Committee is a standing committee of the Board established to assist the Board in fulfilling its responsibilities in this regard.

The Audit Committee shall have unrestricted access to the external auditors, Company personnel and documents, and shall be provided with the resources necessary to carry out its responsibilities, including the authority to conduct or authorize investigations into any matters within its scope of authority and to obtain advice and assistance in the conduct of investigations from independent counsel, accountants or other professional advisors at the Company's expense.

STRUCTURE AND OPERATION

1. The members of the Audit Committee shall be appointed by the Board of Directors to serve one-year terms. The Chair and members may serve any number of terms.

2. The Audit Committee shall consist of at least three directors.

3. All members of the Audit Committee must be independent and financially literate within the meaning of the Canadian Securities Administrators Multilateral Instrument 52-110.

4. Members of the Audit Committee shall meet at least four times per year and may call additional meetings at their discretion and may call a meeting of the Board of Directors to consider any matter of concern to the Audit Committee. The external auditors shall receive a notice of all meetings and are entitled to attend and be heard. Quorum for a meeting of the Audit Committee is a majority of members. Decisions of the Audit Committee shall be determined by a majority vote.

5. The Audit Committee shall annually review its mandate and the Committee's effectiveness in fulfilling its responsibilities as set out in its mandate.

RESPONSIBILITIES OF THE COMMITTEE

The Audit Committee shall:

Financial Statements and Other Financial Information

1. Review and recommend for approval by the Board the following:

a. Annual Consolidated and Corporate (unconsolidated) Financial Statements, and Interim Consolidated Financial Statements, of the Company;

b. Annual Report;

c. Annual and Interim Management's Discussion and Analysis;

d. Press releases disclosing financial results;

e. Annual Information Form;

f. Management Information Circular; and

g. Such other documents, statements or filings which may be required by applicable law to be reviewed by the Audit Committee, or which the Board of Directors may, by resolution, determine shall be so reviewed.

This review shall include discussing with management matters such as the selection of accounting policies, accounting judgments, accruals and estimates.

2. Be advised by management regarding and, when considered appropriate, review the processes that make possible the certification by the President and Treasurer of information to be included in the annual and interim filings of the Company.

External Auditors

1. Have responsibility for the oversight of the external auditors, who report directly to the Audit Committee.

2. Recommend to the Board of Directors:

    a. 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 Company; and

    b. the compensation of the external auditors.

3. Review the planning and results of the external audit, including:

    a. the auditors' engagement letter;

    b. the reasonableness of the estimated audit fees;

    c. the audit plan;

    d. the form of the audit report;

e. the post-audit letter of recommendations to management, if any, together with management's response;

f. any other audit-related engagements;

g. assessing the auditors' performance; and

h. meeting privately with the auditors to discuss pertinent matters.

4. Pre-approve all non-audit engagements and services to be provided to the Company or its subsidiaries by the external auditors in accordance with the Policy and Procedure for Approval of Audit and Non-audit Services by the External Auditors.

Financial Reporting and Accounting Systems and Controls

1. Be satisfied that there is an appropriate control framework and that internal controls are operating effectively.

2. Obtain reasonable assurance from discussions with and/or reports from management, and reports from external and internal auditors, that the Company's internal controls are reliable and are operating effectively.

3. Review control weaknesses identified by the external auditors, together with management's response.

4. Review the appointments and dismissal of key financial executives.

5. Approve procedures for processing concerns regarding accounting, internal accounting controls or auditing matters, including confidential, anonymous submissions from employees, and review annual reports summarizing all concerns opened, investigated and resolved since the previous report.

6. As appropriate, review compliance with and approve any changes to the following policies:

    a. Corporate Disclosure Policy;

    b. Extracted Financial Information Policy and Procedures;

    c. Policy and Procedures for Approval of Audit and Non-audit Services by the External Auditors; and

    d. Policy regarding the Hiring of Partners and Employees of Current and Former External Auditors and the Company.

REPORTING

The Audit Committee shall report to the Board following each meeting of the Audit Committee.